

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC. *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 22-90341 (DRJ)  
)  
) (Jointly Administered)  
)

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S  
FIRST MONTHLY FEE STATEMENT FOR COMPENSATION OF  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD JANUARY 9, 2023 THROUGH JANUARY 31, 2023**

<b>Name of Applicant:</b>	Willkie Farr & Gallagher LLP	
<b>Applicant's Role in Case:</b>	Counsel for the Official Committee of Unsecured Creditors	
<b>Date Retention Order Signed:</b>	March 10, 2023 [Docket No. 664]	
	<b>Beginning of Period:</b>	<b>End of Period:</b>
<b>Time Period Covered by this Statement:</b>	January 9, 2023	January 31, 2023
<b>Summary of Total Fees and Expenses Requested</b>		
<b>Total Fees Requested in this Statement:</b>	\$1,337,676.40 (80% of \$1,672,095.50)	
<b>Total Expenses Requested in this Statement:</b>	\$26,133.45	

<sup>1</sup>

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<b>Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):</b>	\$1,698,228.95
<b>Summary of Attorney Fees Requested</b>	
<b>Total attorney fees requested in this Statement:</b>	\$1,639,466.50
<b>Total Actual Attorney Hours Covered by this Statement:</b>	1,095.9
<b>Average Hourly Rate for Attorneys:</b>	\$1,496.00
<b>Summary of Paraprofessional Fees Requested</b>	
<b>Total Paraprofessional Fees Requested in this Statement:</b>	\$32,629.00
<b>Total Actual Paraprofessional Hours Covered by this Statement:</b>	72.4
<b>Average Hourly Rate for Paraprofessionals:</b>	\$450.68

**In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.**

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby files its *First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from January 9, 2023 through January 31, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks interim payment of \$1,337,676.40 (80% of \$1,672,095.50) as compensation for professional services rendered to the Committee during the period from January 9, 2023 through January 31, 2023 (the “Fee Period”) and \$26,133.45 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$1,363,809.85.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing

procedures. As reflected in **Exhibit A**, Willkie incurred \$1,672,095.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$1,337,676.40).

- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Willkie have expended a total of 1,168.3 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; j Burbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "**Notice of Objection to Monthly Fee Statement**"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Moshe Fink, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and moshe.fink@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and

- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

WHEREFORE, Willkie requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$1,363,809.85, consisting of (a) \$1,337,676.40, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$26,133.45 for actual and necessary expenses incurred during the Fee Period, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: Houston, Texas  
March 17, 2023

Respectfully Submitted,

**WILLKIE FARR & GALLAGHER LLP**

By: /s/ Jennifer J. Hardy  
Jennifer J. Hardy (Texas Bar No. 24096068)  
600 Travis Street  
Houston, Texas 77002  
Telephone: 713-510-1700  
Facsimile: 713-510-1799  
Email: jhardy2@willkie.com

**AND**

Brett H. Miller (admitted *pro hac vice*)  
Todd M. Goren (admitted *pro hac vice*)  
James H. Burbage (admitted *pro hac vice*)  
787 Seventh Avenue  
New York, New York 10019  
Telephone: 212-728-8000  
Facsimile: 212-728-8111  
Email: bmiller@willkie.com  
tgoren@willkie.com  
jburbage@willkie.com

*Counsel for the Official Committee of Unsecured Creditors*

**Certificate of Service**

I certify that on March 17, 2023, I caused a copy of the foregoing documents to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

**Exhibit A****Summary of Legal Fees for the Fee Period**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
002	Asset Disposition	1.2	\$2,460.00
006	Business Operations	10.4	\$18,893.50
007	Case Administration	110.3	\$138,548.00
008	Claims Administration and Objections	11.1	\$14,386.50
011	Employment and Fee Applications	35.3	\$40,033.00
013	Financing & Cash Collateral	694.6	\$1,041,487.00
015	Meetings and Communications w/ Committee	78.1	\$131,230.00
016	Non-Working Travel (billed at 50%)	6.8	\$10,958.00
023	Discovery	171.9	\$207,908.00
025	First and Second Day Motions	31.2	\$43,138.00
029	Other Motions/Applications	15.6	\$21,997.50
030	Schedules and Statements	0.1	\$138.00
032	Willkie Fee Statements and Applications	1.7	\$918.00
<b>Totals</b>		<b>1,168.3</b>	<b>\$1,672,095.50</b>



**Exhibit B****Summary of Hours Billed by Willkie Attorneys and Paraprofessionals for the Fee Period**

<b>Professional Person</b>	<b>Position</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
James C. Dugan	Partner	1994 (NY)	Litigation	\$2,050	36.1	\$74,005.00
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	119.4	\$223,875.00
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	20.0	\$32,500.00
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	44.7	\$83,812.50
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	66.3	\$124,312.50
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	140.6	\$288,230.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	122.1	\$168,498.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315.00	7.8	\$10,257.00
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	80.1	\$82,503.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	209.3	\$275,229.50
Lillian Gaines	Associate	2022 (NY)	Litigation	\$680	15.2	\$10,336.00
Ciara A. Sisco	Associate	2018 (NY)	Litigation	\$1,250	82.1	\$102,625.00
Emma L. Spath	Associate	2020 (NY)	Corporate & Financial Services	\$1,125	3.5	\$3,937.50
Brittany M. Wagonheim	Associate	2017 (NY)	Litigation	\$1,315	91.7	\$120,585.50
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	57.0	\$38,760.00
<b>Total for Attorneys</b>					<b>1,095.9</b>	<b>\$1,639,466.50</b>

Paraprofessional Person	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 years	Business Reorganization & Restructuring	\$540	36.3	\$19,602.00
Monica Jones	Senior Paralegal	11 years	Litigation	\$400	16.5	\$6,600.00
Rashad Razzaaq	LTS Trial Specialist & Analyst	<1 year	Litigation	\$345	1.9	\$655.50
Sean Rosen	LTS Coordinator	<1 year	Litigation	\$355	5.4	\$1,917.00
Rohan Sasso	Paralegal	<1 year	Business Reorganization & Restructuring	\$315	11.3	\$3,559.50
Betty Braverman	Librarian	9 ½ years	Knowledge Management	\$295	1.0	\$295.00
<b>Totals for Paraprofessionals</b>					<b>72.4</b>	<b>\$32,629.00</b>

Total Fees for Fee Period	\$1,672,095.50
20% Fee Holdback for Fee Period	\$334,419.10
80% of Fees Amount for Fee Period	\$1,337,676.40
Expenses for Fee Period	\$26,133.45
<b>TOTAL REQUEST</b>	<b><u>\$1,363,809.85</u></b>

**Exhibit C****Summary of Expenses for the Fee Period**

<b>Expense Categories</b>	<b>Amount</b>
Local Transportation	\$532.96
Teleconferencing	\$515.19
Working Meals	\$227.64
Other Out of Town Travel	\$336.37
Lodging	\$844.30
Airfare/Train	\$1,671.40
Reproduction	\$3,110.98
Air Freight	\$45.94
Conference Services	\$283.50
Data Acquisition (includes legal research)	\$5,225.73
Transcript Costs	\$13,339.44
<b>Totals:</b>	<b>\$26,133.45</b>

**Exhibit D**

**Fees and Expenses**

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

Tel: 212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22306979  
Client/Matter No. 132233.00001  
March 16, 2023

## FOR PROFESSIONAL SERVICES RENDERED

through January 31, 2023 as set out in the  
attached detail

Asset Disposition	\$	2,460.00
Business Operations	\$	18,893.50
Case Administration	\$	138,548.00
Claims Administration and Objections	\$	14,386.50
Employment and Fee Applications	\$	40,033.00
Financing and Cash Collateral	\$	1,041,487.00
Meetings and Communications with Creditors	\$	131,230.00
Non-Working Travel (billed at 50%)	\$	10,958.00
Discovery	\$	207,908.00
First and Second Day Motions	\$	43,138.00
Other Motions/Applications	\$	21,997.50
Schedules and Statements	\$	138.00

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Willkie Fee Statements and Applications	\$ 918.00
<b>Disbursements and Other Charges</b>	<b>\$ 26,133.45</b>
<b>Total this Invoice</b>	<b><u>\$ 1,698,228.95</u></b>

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**Asset Disposition**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/26/23	B M	Review/analyze the asset purchase letters of intent for the excess properties of the Debtors.	1.20 \$	2,460.00
		<b>Sub-Total</b>	<b>1.20</b>	<b>2,460.00</b>

**Business Operations**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/10/23	M M	Coordinate with Ducera and Willkie team getting them up to speed on company, creditor issues and business operations overview (4.7); call with P. Mandarino and B. Miller re: same/important case issues background (.8).	5.50 \$	10,312.50
1/11/23	B M	Prepare for (.2) and meet with (1.0) the Debtors to review the business operations and motions filed by the Debtors; review/analyze the available information regarding the Debtors' business operations (.7).	1.90	3,895.00
1/12/23	JHB	Prepare for (.1) and attend call (.5) with Debtors' professionals re: current status of business operations.	0.60	789.00
1/13/23	CAD	Correspondence w/ P. Mandarino (B. Riley) regarding Debtors' self-mining business and hosting clients summary (.1) and review/analyze same (.1).	0.20	276.00
1/18/23	JHB	Review/analyze business related documents in data room (.6) and corr. w/ Willkie team re: same (.3).	0.90	1,183.50
1/21/23	T G	Call w/ Debtors and UCC professionals re updated cash flows/budget (.9); correspondence w/ Willkie team re same (.4).	1.30	2,437.50
		<b>Sub-Total</b>	<b>10.40</b>	<b>18,893.50</b>

**Case Administration**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/9/23	JHB	Call with internal Willkie team re: various next steps / case administration matters (.5); review/analyze various internal correspondence re: same (.7) corr. w/ client re: same and next steps (.8).	2.00	\$	2,630.00
1/9/23	E W	Review and analyze materials re relationship between Sphere3d and Core (1.3); attend UCC preparatory meeting (.7); attend follow up call with Willkie team and UCC re next steps (.1); attend Willkie team call re next steps (.7); organize and collect materials re financing and first days for J. Burbage, T. Goren, B. Miller, J. Brandt, J. Hardy, and M. Mansfield (2.1).	4.90		3,332.00
1/9/23	A A	Draft notices of appearance and pro hoc motions for B. Miller, T. Goren and J. Burbage (1.1); multiple corr. w/ Willkie team re: immediate action items i/c/w upcoming case deadlines (.8).	1.90		1,026.00
1/9/23	M M	Initial call with UCC members re: hiring of financial advisor, plan for week (.5); internal Willkie corr. re: same and agenda (1.3).	1.80		3,375.00
1/10/23	CAD	Discuss working group list, email contact list, weekly calls, calendaring issues, Committee bylaws, and task list w/ J. Burbage (.3); correspondence w/ J. Burbage, internal working group regarding same (.2); correspondence w/ J. Burbage, internal working group regarding near term action items for Committee (.1) and review/analyze same (.1) and draft of initial task list (.1); discuss preparation of Committee bylaws, comments to first day orders, and case calendar matters w/ J. Brandt (.3); discuss preparation of working group list and internal and Committee meeting agendas w/ E. Wayne (.2); correspondence w/ internal working group regarding agenda for 1/12 Committee meeting (.2); review/analyze letter from Skadden (on behalf of ad hoc group of equityholders) to US Trustee requesting appointment of official equity committee (.3).	1.80		2,484.00



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1/10/23	JHB	Internal Willkie call re: task list (.3); call with C. Damast re: various open work streams (.3); coordinate meeting with Ducera (.3); corr. with A. Ambeault re: various case administration matters (.4).	1.30	1,709.50
1/10/23	A A	File notice of appearance and pro hoc motions (.6); corr. w/ J. Hardy re: same (.1); draft task list (1.2); corr. w/ J. Burbage re: outstanding items for case organization / setup (.3); attend Willkie team call re: action items relating to upcoming deadlines in case (.4).	2.60	1,404.00
1/10/23	E W	Call with J. Burbage, J. Brandt, and R. Sasso re: case tasks (.2); corr. w/ C. Damast re: same (.1); draft agenda for 1/12 Committee meeting (.5)	0.80	544.00
1/11/23	CAD	Discuss case task list (case administration, pleadings, research) w/ internal working group (.7); review/analyze draft of same (.2) and correspondence w/ A. Ambeault regarding same (.2); correspondence w/ internal working group regarding equity committee precedent before Judge Jones (.3); correspondence w/ A. Ambeault regarding case issues and protocols (.2); participate in case kickoff meeting w/ internal working group, Ducera, Weil, and PJT (with focus on DIP and RSA) (1.2); debrief call w/ internal working group, Ducera team regarding same and next steps (.4); discuss tomorrow's Committee meeting w/ A. Ambeault (.1) and C. Sisco (.1); correspondence w/ J. Burbage, internal working group regarding revised agenda for tomorrow's Committee meeting (.3); correspondence w/ J. Brandt, J. Burbage regarding status of draft of Committee bylaws (.2); correspondence w/ internal working group regarding discussions w/ Skadden regarding request for appointment of equity committee (.2).	4.10	5,658.00
1/11/23	T G	Review/analyze letter re request for equity committee.	0.60	1,125.00
1/11/23	A A	Update task list (.2); call w/ Willkie team re: current workstreams, updates to task list (.7); coordinate meetings w/ Ducera, Committee and Debtors (.3); coordinate case filing notifications	1.30	702.00

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		for Willkie team (.1).		
1/11/23	JHB	Attend meeting with Debtors and advisors re: case background.	1.00	1,315.00
1/11/23	JHB	Internal team call re: various case administration work streams (.7); review and analyze equity committee letter (.5); review and provide comments to Committee meeting agenda (.2).	1.40	1,841.00
1/11/23	JBK	Attend kickoff call with debtors professionals (1.1); review letter from counsel to proposed equity committee (.3); confer with T. Goren re Chapter 11 case strategy (.3).	1.70	3,187.50
1/11/23	R S	Prepare key dates calendar.	0.30	94.50
1/11/23	J H	Attend initial meeting w/ Willkie/Ducera re: case strategy, DIP (1.0); initial meeting w/ Debtor/UCC professionals re: strategy, DIP, equity committee (1.0); follow-up call w/ Willkie/Ducera (.5).	2.50	4,062.50
1/11/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding draft agenda for 1/12 Committee meeting (.1) and review/analyze same (2x) (.2).	0.30	414.00
1/11/23	J B	Participate in call with internal team re: forthcoming work streams (in part) (.5); draft and revise Committee by-laws (1.0); multiple corr. with internal team re same (.3);	1.80	1,854.00
1/11/23	M M	Call with Ducera and Willkie team on case background and strategy (1.1); follow up questions re: same on collateral coverage and asset sale, convertible note terms (4.7); call with Debtors' advisors on case (1.2).	7.00	13,125.00
1/11/23	E W	Participate in internal Willkie team call re task list (.5); update 1.12 Committee meeting agenda and distribute to UCC (.2); attend Willkie/Ducera debrief re advisors call (.3); review and analyze case law re equity committee motions (2.3).	3.30	2,244.00
1/11/23	T G	Call w/ Ducera team re case update, DIP status (.6); call w/ Debtors re same (1.2); follow-up discussion w/ Willkie team re same (.6); revise agenda for UCC call (.3).	2.70	5,062.50
1/12/23	E W	Participate in UCC Meeting re: case status, strategy (.7); update internal Notice of	2.40	1,632.00

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		Appearance tracker (.3); review and analyze case law re equity committees in Jones cases (1.3); draft correspondence to Ducera re debt lease summary (.1).		
1/12/23	CAD	Correspondence w/ E. Wayne regarding equity committee research/precedent (.2) and review/analyze same (.2); review and revise draft of Committee by-laws (2x) (.7); correspondence (.2) and discussions (2x) (.4) w/ J. Brandt regarding same and revisions (.2); correspondence w/ internal working group regarding same and next steps (circulation to Committee and confidentiality provisions to Weil) (.3); meeting w/ Weil, PJT, and Ducera regarding pressing case issues (DIP hearing, adjournment request, informal and formal discovery requests) (.5); review/analyze draft of Ducera financial diligence request list (.2); correspondence w/ K. Patel (Ducera), J. Burbage regarding same and comments (.2).	3.10	4,278.00
1/12/23	J H	Call w/ Debtor/UCC professionals re: case status, DIP, diligence.	0.50	812.50
1/12/23	J B	Review and revise draft Committee by-laws (1.1); corr. with Committee members and internal team re: same (.2).	1.30	1,339.00
1/12/23	M M	Call with Debtor teams and Ducera on case, collateral, asset sales and strategy (.5); follow up w/ Willkie team re: same (.5).	1.00	1,875.00
1/13/23	E W	Attend internal Willkie call re: information privacy (.5); review and analyze case law re: same (.4); draft agenda for call on Monday with Ducera (.2).	1.10	748.00
1/13/23	CAD	Correspondence w/ internal working group, Weil team regarding confidentiality provisions of Committee by-laws (.3); correspondence w/ internal working group regarding entered case management order (.2); correspondence w/ internal working group regarding Committee information sharing and motions/precedent (.4); discuss same w/ J. Brandt (.1).	1.00	1,380.00
1/13/23	T G	Call w/ Willkie team re information sharing motion (.6); review/analyze recent motions re same (.5) and correspondence w/ Willkie team	2.30	4,312.50

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		re next steps (.2); review/analyze draft UCC bylaws (.8); correspondence w/ Weil re UCC confidentiality (.2).		
1/13/23	J H	Coordinate w/ Chambers and team re: DIP hearing adjournment.	0.50	812.50
1/14/23	E W	Draft information sharing motion (1.3); draft working group list for UCC members, Willkie, and Ducera (1.7); organize and collect documents for J. Korn review (.3).	3.30	2,244.00
1/14/23	CAD	Correspondence w/ B. Miller, R. Berkovich (Weil) regarding status of adjournment of 1/23 hearing.	0.20	276.00
1/14/23	JHB	Corr. w/ J. Korn re: case background information.	0.20	263.00
1/14/23	JBK	Review presentation to professionals, Day 1 presentation and DIP objection list.	1.00	1,875.00
1/16/23	CAD	Correspondence w/ E. Wayne regarding draft Committee and Committee professionals roster (.2) and review/analyze same (.2); review and revise agenda for today's internal Willkie meeting (2x) (.4); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.4); correspondence w/ internal working group regarding preparation of agenda for tomorrow's Committee meeting (.2); review and revise same (.2); correspondence w/ internal working group regarding same and comments/revisions (.3); correspondence w/ E. Wayne, Committee members regarding same (.1); correspondence w/ internal working group regarding updates to calendar invites (.2); correspondence w/ internal working group regarding draft of Committee information sharing motion (.2).	2.40	3,312.00
1/16/23	J B	Review and provide comments to draft of Committee's motion to establish information sharing protocols (1.8); corr. with internal team re same (.2)	2.00	2,060.00
1/16/23	M M	Willkie team call re: work streams, DIP, case strategy (1.0); corr. w/ Willkie team re: same (.2); corr. w/ P. Mandarino and B. Miller re: confidentiality issues with B Riley and rest of UCC (.2); review/analyze confidentiality agreement re: disclosure to UCC concerns (.3);	1.90	3,562.50

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1/16/23	E W	corr. w/ Weil re: same (.2). Revise UCC roster (.4); revise internal agenda for 1.16 meeting (.3); revise information sharing motion (.2); draft, revise, and send agenda for 1.17 Committee meeting (.6); locate relevant precedent document (.1); attend UCC professionals meeting re: DIP, case status, case strategy (.9).	2.50	1,700.00
1/17/23	E W	Review and analyze filed pleading re amended dates (.2); call w/ J. Goltser (Weil) re draft motion and send summary to Willkie team re same (.1); corr. w/ J. Burbage re: upcoming meetings (.1); update task list (.3); attend Willkie team meeting re: next steps (.4); attend UCC meeting re DIP, updates from communications with Debtors professionals (.5).	1.60	1,088.00
1/17/23	JHB	Correspondence with R. Sasso re: objection deadlines (.1); internal team call re: task list and next steps on open work streams (.5).	0.60	789.00
1/17/23	J B	Update internal task list.	0.60	618.00
1/17/23	J B	Review and revise Committee draft information sharing motion.	0.70	721.00
1/17/23	M M	Review and corr. w/ Weil litigation and Willkie teams re: B. Riley info sharing with UCC members and/or Ducera.	0.30	562.50
1/17/23	CAD	Review and revise draft of Committee information sharing motion (1.4); correspondence w/ J. Brandt, E. Wayne regarding same and comments (.3); correspondence w/ internal working group regarding updated case task list and today's meeting (.2); review/analyze same (.1); correspondence w/ M. Silverman (Pryor Cashman) regarding comments to draft Committee by-laws (.1) and review/analyze same (.1); discuss same w/ J. Brandt (.1); correspondence w/ internal working group regarding calendaring matters and agendas (.2); telephone conference w/ Willkie team regarding case task list and comments/revisions and calendar/agenda issues/updates) (.5).	3.00	4,140.00

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1/18/23	CAD	Correspondence w/ internal working group regarding 1/23 scheduled second day hearing and agenda/calendar matters.	0.20	276.00
1/18/23	CAD	Review and revise agenda for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments/revisions (.2); discuss same w/ B. Miller and T. Goren (.1); correspondence w/ K. Patel (Ducera), internal working group regarding financial due diligence list sent to PJT (.1); various correspondence w/ internal working group regarding Rule 2019 statement filed by ad hoc group of convertible noteholders (.4).	1.00	1,380.00
1/18/23	T G	Review and analyze AHG 2019 statement (.3) and correspondence w/ Willkie/Ducera teams re same (.2); review/analyze Debtor comments to UCC confidentiality provisions (.4).	0.90	1,687.50
1/18/23	J B	Revise information sharing motion (.6) and multiple corr with internal team re same (.3); participate in call with Ducera and Willkie teams re case updates (.8); revise draft confidentiality provisions in Committee by-laws (.4).	2.10	2,163.00
1/18/23	E W	Draft agenda for 1.19 UCC meeting.	0.60	408.00
1/18/23	JHB	Review/analyze 2019 statement filing and coordinate holdings chart with R. Sasso (.5); attend call with Ducera discussing various open case issues (.7); review/analyze Weil comments to bylaws and provide J. Brandt with comments re: same (.7); coordinate distribution of Committee call agenda (.1); call with M. Fink (Weil) re: second day hearing logistics and open objections (.4).	2.40	3,156.00
1/19/23	CAD	Review/analyze Weil comments to confidentiality provisions of Committee by-laws (2x) (.5); discuss same and revisions w/ J. Burbage, J. Brandt (2x) (.5); correspondence w/ T. Goren regarding same (.1); correspondence w/ J. Brandt, A. Crabtree (Weil) regarding same (.3); correspondence w/ internal working group regarding analysis of Rule 2019 statement filed by ad hoc group and respective notes and DIP	1.80	2,484.00

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		holdings (.3); correspondence w/ K. Patel (Ducera), internal working group regarding PJT responses to diligence requests (.1).		
1/19/23	T G	Review/analyze Debtors' mark-up of confidentiality provisions of bylaws (.3) and proposed further revisions to same (.3).	0.60	1,125.00
1/19/23	JHB	Internal team discussion following Committee meeting regarding next steps (.4); discussion with C. Damast and J. Brandt re: bylaws revisions (.3); call with M. Fink and A. Crabtree (Weil) re: bylaws (.3).	1.00	1,315.00
1/19/23	B B	Research cases before Judge David Jones involving restructuring support agreements.	1.00	295.00
1/19/23	J B	Revise by-laws (1.5) and corr. with Committee and internal team re same (.2).	1.70	1,751.00
1/20/23	CAD	Review and revise draft agenda for 1/23 Willkie internal meeting (.2); correspondence w/ E. Wayne, J. Burbage, J. Brandt regarding same and comments (.2); review/analyze M. Bros first day declaration (1.4); review/analyze current draft of Committee by-laws and Weil comments (.2); correspondence w/ J. Burbage, internal working group regarding same and clearance (.3); correspondence w/ J. Brandt, Committee members regarding same (.1); correspondence w/ J. Burbage, A. Crabtree (Weil) regarding status of 1/23 hearing/agenda (.2); review/analyze agenda for 1/23 hearing (.1).	2.70	3,726.00
1/20/23	JHB	Correspondence re: finalization of bylaws with J. Brandt.	0.50	657.50
1/20/23	M M	Call with P. Mandarino and B. Miller on confidentiality issues with info sharing.	0.40	750.00
1/20/23	E W	Draft agenda for internal Willkie meeting on 1.23.	0.40	272.00
1/20/23	E W	Compile future deadlines into an internal pleadings schedule.	0.30	204.00
1/21/23	E W	Update Notice of Appearance tracker (.2); update Pleadings Schedule with Debtors' Scheef & Stone LLP retention application (.1).	0.30	204.00
1/21/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding 1/23 and 2/1 court hearings and logistics (.3); correspondence w/	0.60	828.00



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		PJT, Ducera teams regarding Debtors' case background/business presentation (.2); correspondence w/ M. Fink (Weil), J. Dugan regarding 1/23 second day hearing (.1).		
1/23/23	T G	Prepare for (.3) and call w/ Ducera and Willkie teams re DIP status, UCC call topics, etc. (.8).	1.10	2,062.50
1/23/23	JHB	Coordinate distribution of bylaws (.1) and agenda in advance of Committee meeting (.1); internal Committee professionals call re: DIP, UCC call agenda, strategy (.8); discussion with T. Goren and B. Miller re: next steps re: DIP final order (.5).	1.50	1,972.50
1/23/23	M M	Participate in UCC professionals' meeting re: DIP, strategy, work streams (.8) and corr. w/ Willkie team re: planning for same (.4).	1.20	2,250.00
1/23/23	J B	Multiple corr. with Committee and internal team re: second day hearing update and Committee by-laws (.6); draft and revise Committee by-laws (.2) and multiple corr. with Debtors and Committee members re same (.3).	1.10	1,133.00
1/23/23	E W	Revise agenda for 1.23 internal meeting (.1); draft, revise, and circulate agenda for 1.24 UCC meeting (.4).	0.50	340.00
1/23/23	CAD	Review/analyze amended agenda for today's second day hearing (.1); review and revise agenda for today's internal Willkie meeting (.2); correspondence w/ E. Wayne, internal working group regarding same (.2); correspondence w/ J. Burbage regarding same and additional agenda items (.1); correspondence w/ J. Brandt, internal working group regarding chapter 11 trustee motion precedent (.1) and review/analyze same (.2); brief review/analysis of Sphere 3D arbitration demand against Debtors (.2); review and revise draft agenda for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne, internal working group regarding same and revisions (.4); correspondence w/ J. Burbage, J. Brandt, Committee members regarding final version of Committee by-laws and execution (.3); participate in call w/ Debtors' professionals (matters discussed -- DIP discovery status; DIP objection/declaration	2.70	3,726.00



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		status; need for comments to draft final DIP order) (.5); correspondence w/ Weil team regarding cancellation of 1/23 second day hearing (.1); correspondence w/ internal working group, Committee members regarding same (.1).		
1/25/23	CAD	Review and revise draft agenda for tomorrow's Committee meeting (.1); correspondence w/ J. Burbage regarding same and comments (.1); correspondence w/ T. Goren, E. Wayne regarding tomorrow's section 341 meeting and attendance (.2).	0.40	552.00
1/25/23	E W	Draft agenda for 1.26 UCC meeting (.1); update Notice of Appearance tracker (.2); review and analyze Bitmain emergency motion (.1).	0.40	272.00
1/26/23	CAD	Correspondence w/ internal working group regarding draft of protective order w/ Debtors (.2); correspondence w/ E. Wayne regarding today's scheduled 341 meeting of creditors and adjournment to 2/9 and summary of meeting (.2).	0.40	552.00
1/26/23	T G	Review/analyze report on 341 meeting.	0.20	375.00
1/27/23	CAD	Correspondence w/ J. Brandt, M. Brooks (Troutman) regarding draft of Committee information sharing motion and comments (.2); review/analyze same (.1); correspondence w/ internal working group regarding same and dissemination to Committee (.2); review and revise draft agenda for 1/30 internal Willkie meeting (.2); correspondence w/ E. Wayne, J. Burbage, J. Brandt regarding same and comments/revisions (.3).	1.00	1,380.00
1/27/23	E W	Draft and edit internal agenda for 1/30 UCC professionals meeting.	0.40	272.00
1/27/23	JHB	Review and provide comments to internal meeting agenda.	0.20	263.00
1/27/23	M M	Attend call with Debtors' and UCC's counsel re: status of open issues.	0.50	937.50
1/27/23	J B	Multiple corr. with Committee members re: comments to information sharing motion (.3); corr. with Ducera team re: Committee information sharing protocol (.2).	0.50	515.00

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1/29/23	CAD	Correspondence w/ E. Wayne regarding agenda for tomorrow's internal Willkie meeting.	0.10	138.00
1/30/23	B M	Call with the US Trustee regarding UCC membership.	0.30	615.00
1/30/23	JHB	Update call with B. Miller re: open work streams (.3); correspondence with E. Wayne re: coordinating Committee meeting (.4).	0.70	920.50
<b>Sub-Total</b>			<b>110.30</b>	<b>138,548.00</b>

**Claims Administration and Objections**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
1/12/23	ELS	Analyze and create summary chart of key provisions of the existing pre-petition notes	2.00	\$	2,250.00
1/13/23	CAD	Correspondence w/ E. Wayne regarding Debtors' debt (notes) and equipment lease summary (.1) and review/analyze same (.1).	0.20		276.00
1/13/23	ELS	Analyze existing promissory notes regarding claims of 200% repayment amount by the April Noteholders.	0.90		1,012.50
1/18/23	CAD	Correspondence w/ J. Goltser (Weil) regarding Debtors' draft stipulation w/ NYDIG regarding return of NYDIG's machines/collateral in exchange for extinguishment of NYDIG debt in full (.1); review/analyze same (.2); correspondence w/ J. Burbage, internal working group regarding same and Debtors' related lien searches (.3).	0.60		828.00
1/18/23	MDA	Review and analysis of lien search results re: NYDIG ABL LLC collateral stipulation (1.0); preparation of results summaries (.6) and corr. with M. Mansfield, J. Burbage with respect to same (.2).	1.80		2,367.00
1/18/23	ELS	Analyze tax provisions of the existing Note Purchase Agreements.	0.60		675.00
1/18/23	JHB	Coordinate lien perfection search i/c/w NYDIG settlement and review/analyze draft stipulation.	0.60		789.00
1/19/23	CAD	Correspondence w/ M. Arena, internal working group regarding review/analysis of NYDIG lien searches.	0.20		276.00

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1/19/23	MDA	Correspondence with Willkie working group re: results of review and analysis of lien search results in connection with NYDIG ABL LLC collateral stipulation.	0.20	263.00
1/19/23	T G	Review and analyze Sphere arbitration demand.	0.70	1,312.50
1/19/23	JHB	Call with Ducera re: NYDIG stipulation.	0.40	526.00
1/20/23	CAD	Correspondence w/ J. Burbage, K. Patel (Ducera) regarding NYDIG stipulation and issues/discussions w/ PJT.	0.20	276.00
1/20/23	E W	Review / analyze stipulation between Debtors and Tennessee Valley Authority re utilities.	0.20	136.00
1/22/23	B M	Review and comment on the NYDIG settlement with the Debtors.	0.60	1,230.00
1/23/23	CAD	Correspondence w/ K. Patel, internal working group regarding Debtors' stipulation w/ NYDIG.	0.20	276.00
1/24/23	CAD	Correspondence w/ K. Patel (Ducera), internal working group regarding Debtors' proposed stipulation w/ NYDIG (return of miners in exchange for waiver of claim) (.3); correspondence w/ J. Burbage, Weil team regarding same (.1).	0.40	552.00
1/24/23	JHB	Review/analyze draft Bitmain motion (.4) and internal correspondence re: same (.1).	0.50	657.50
1/25/23	CAD	Correspondence w/ J. Burbage, J. Goltser (Weil) regarding status of Debtors' stipulation w/ NYDIG.	0.20	276.00
1/26/23	E W	Attend 341 meeting of creditors (.4); correspondence with Willkie team re same (.2).	0.60	408.00
<b>Sub-Total</b>			<b>11.10</b>	<b>14,386.50</b>

**Employment and Fee Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
1/10/23	CAD	Review and revise draft of Ducera engagement letter as financial advisor/investment banker to Committee (1.2); correspondence (.2) and discussion (.1) w/ J. Burbage regarding same	1.90	\$	2,622.00

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		and comments/revisions; discuss same and comments w/ T. Goren (.2); correspondence w/ J. Hardy regarding same (.2).		
1/10/23	T G	Review/analyze Ducera engagement letter (.4) and review/analyze comments to same w/ C. Damast and J. Burbage (.3).	0.70	1,312.50
1/10/23	JHB	Attend calls re: investment banker pitches (1.7); discussion with C. Damast re: Ducera engagement letter (.3).	2.00	2,630.00
1/10/23	M M	Call with Committee financial advisor candidates (.5); follow up call with Committee re: same (.5); preliminary call with Ducera (1.0).	2.00	3,750.00
1/11/23	CAD	Correspondence w/ J. Brandt regarding draft of Ducera engagement letter and related research/precedent (.2) and review/analyze same (.1); correspondence w/ Ducera team, J. Brandt regarding comments to Ducera engagement letter (.2).	0.50	690.00
1/11/23	T G	Review and revise updated draft of Ducera engagement letter.	0.30	562.50
1/11/23	J B	Review and provide comments to Ducera draft engagement letter with Committee (2.4); multiple corr. with Ducera and internal team re: same (.3).	2.70	2,781.00
1/11/23	JHB	Review and markup Ducera engagement letter.	2.70	3,550.50
1/12/23	CAD	Correspondence w/ M. Feinberg (Ducera) regarding comments to Ducera engagement letter (.1); review/analyze same (2x) (.4); correspondence w/ J. Brandt, internal working group regarding same and revisions (.2); discuss same w/ T. Goren (.2) and J. Brandt (.2); correspondence w/ J. Brandt, S. Lieberman (Pryor Cashman) regarding same (.1); correspondence w/ A. Ambeault regarding Willkie retention application (.2).	1.40	1,932.00
1/12/23	T G	Review/analyze updated draft of Ducera engagement letter (.3) and correspondence/call w/ J. Brandt re same (.2).	0.50	937.50
1/12/23	J B	Review and revise Ducera draft engagement letter (.4) and corr. with M. Feinberg (Ducera) re: same (.2).	0.60	618.00

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1/13/23	A A	Review/analyze conflicts i/c/w Willkie retention (4.5); corr. w/ J. Burbage re: same (.2).	4.70	2,538.00
1/13/23	JHB	Call with A. Ambeault re: Willkie retention papers.	0.40	526.00
1/13/23	T G	Call w/ A. Ambeault re Willkie retention declaration.	0.30	562.50
1/16/23	CAD	Correspondence w/ J. Mezzatesta (Weil), internal working group regarding draft of ordinary course professionals motion (.2) and review/analyze same (.2);	0.40	552.00
1/17/23	CAD	Correspondence w/ P. Trompeter (Sphere 3D) regarding comments to Ducera engagement letter (.1) and discuss same w/ J. Brandt (.1).	0.20	276.00
1/18/23	CAD	Review/analyze Debtors' motion to employ ordinary course professionals (.2); correspondence w/ A. Ambeault, internal working group regarding same (.1); correspondence w/ J. Brandt, P. Trompeter (Sphere 3D) regarding finalizing Ducera engagement letter (.2); correspondence w/ J. Brandt, M. Feinberg (Ducera) regarding same and execution (.1).	0.60	828.00
1/18/23	J B	Multiple corr. with internal team and UCC re comments to Ducera engagement letter (.5); facilitate execution of same (.2).	0.70	721.00
1/18/23	CAD	Review/analyze debtors' motion to establish interim compensation procedures (.2); correspondence w/ A. Ambeault, internal working group regarding same (.1).	0.30	414.00
1/20/23	E W	Review / analyze Debtors' professionals' retention applications for conflicts of interest.	2.30	1,564.00
1/20/23	CAD	Correspondence w/ P. Trompeter (Sphere 3D), J. Brandt regarding fully-executed Ducera engagement letter.	0.20	276.00
1/21/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding Debtors' application to retain Scheef & Stone as counsel to board.	0.10	138.00
1/24/23	CAD	Correspondence w/ internal working group regarding Debtors' professionals' retention applications.	0.20	276.00
1/25/23	CAD	Correspondence w/ internal working group regarding PJT's retention application.	0.20	276.00
1/25/23	E W	Review and analyze PJT retention application.	0.80	544.00

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1/27/23	A A	Draft Willkie Retention Application.	1.90	1,026.00
1/27/23	R S	Assist w/ research re: Willkie retention application.	0.20	63.00
1/27/23	JHB	Review/analyze PJT Fee Structure (.5) and corr. w/ T. Goren re: same (.4).	0.90	1,183.50
1/28/23	A A	Continue to draft Willkie Retention Application (2.3); review appearances and 2019 statements for potential parties in interest not already reviewed (.7).	3.00	1,620.00
1/30/23	CAD	Discuss status of Willkie and Ducera retention applications w/ A. Ambeault.	0.10	138.00
1/30/23	B M	Review and comment on materials from proposed conflict counsel (.6); prepare memorandum regarding issues for UCC conflict counsel (.4).	1.00	2,050.00
1/31/23	B M	Meeting with J.Brookner regarding UCC conflicts/efficiency counsel position and B.Riley issues.	1.50	3,075.00
<b>Sub-Total</b>			<b>35.30</b>	<b>40,033.00</b>

**Financing and Cash Collateral**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
1/9/23	JHB	Conduct legal/precent research re: DIP Objections.	2.20	\$	2,893.00
1/9/23	T G	Review and analyze DIP motion/order (2.3); call w/ J. Burbage and C. Sisco re same/discovery (.4).	2.70		5,062.50
1/9/23	B M	Review and comment on the DIP financing (2.2) and correspondence with the Debtors and DIP Lenders regarding adjourning the DIP hearing (.6).	2.80		5,740.00
1/10/23	CAD	Correspondence w/ J. Burbage, B. Miller regarding DIP credit agreement and interim DIP order.	0.20		276.00
1/10/23	JHB	Correspondence with T. Goren and J. Brandt re: DIP Financing objection (.8); outline draft DIP objection (2.9); review/analyze sample DIP	5.90		7,758.50

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		objections (2.2).		
1/10/23	T G	Review and analyze DIP Order re additional UCC comments (.8); correspondence w/ Ducera re status/update (.3).	1.10	2,062.50
1/10/23	E W	Draft DIP objection and background section.	1.50	1,020.00
1/10/23	JCD	Review/analyze DIP motion and supporting declarations (.7); analyze arguments against DIP approval (.6).	1.30	2,665.00
1/10/23	JHB	Call with J. Korn re: DIP objection litigation issues.	0.20	263.00
1/10/23	R S	Assist w/ research re: deposition notices (1.2); assist w/ research re: DIP hearing (.7) and organizing documents for attorney review (.4).	2.30	724.50
1/11/23	CAD	Correspondence w/ J. Burbage, T. Goren regarding DIP objection and questions for Ducera (.2); correspondence w/ internal working group regarding final DIP hearing, objection deadline, and possible adjournment request (.2); subsequent correspondence w/ internal working group regarding preparation of motion to adjourn final DIP hearing (.1); discuss same and outline w/ T. Goren and C. Sisco (.2); correspondence w/ B. Miller, Weil team regarding DIP motion and request for adjournment (.1); correspondence w/ B. Miller, Paul Hastings team regarding same (.1).	0.90	1,242.00
1/11/23	E W	Attend Ducera/Willkie call re DIP (1.0); attend UCC/Debtor advisors call re financing (1.1).	2.10	1,428.00
1/11/23	T G	Review/analyze DIP objection points w/ J. Burbage (.8); correspondence w/ Willkie team re motion to adjourn DIP (.4); review/analyze DIP order re potential additional objection points (.6).	1.80	3,375.00
1/11/23	JHB	Review/analyze Interim DIP order (1.6); call w/ Ducera team re: various open issues (.8).	2.40	3,156.00
1/11/23	JHB	Calls with T. Goren and C. Sisco re: motion to adjourn DIP hearing.	0.80	1,052.00
1/11/23	B M	Review and comment on the Debtors' DIP financing motion/order and related RSA with the Ad Hoc Group (3.9); prepare memorandum regarding UCC issues with the DIP financing and RSA (1.2).	5.10	10,455.00



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1/11/23	JCD	Review/analyze DIP motion and supporting documents (1.5); participate in UCC advisors call (1.0).	2.50	5,125.00
1/11/23	CAS	Draft emergency motion to adjourn DIP hearing.	0.90	1,125.00
1/11/23	R S	Assist w/ research re: deposition notices (.8) and motions to adjourn (.4).	1.20	378.00
1/11/23	BMW	Call with J. Dugan re: representation of unsecured creditors' committee (0.2); call with C. Sisco re: Core Scientific's DIP financing (0.3); begin analysis of first day pleadings and first day hearing transcript (0.2); videoconference with debtors' advisors re: DIP objection (1.1).	1.80	2,367.00
1/11/23	M M	Review/analyze Convertible notes docs (.9) and prepare summaries of key issues (.6).	1.50	2,812.50
1/11/23	M M	Review/analyze amendments to DIP docs.	0.70	1,312.50
1/11/23	CAS	Draft memo re: case background/DIP issues (.8); participate in committee advisors call (Ducera and Willkie) re: DIP concerns (.8).	1.60	2,000.00
1/12/23	MDA	Prepare for (0.2) and participate in (0.5) telephone conference with M. Mansfield re: analysis of debtor-in-possession loan agreement; review and analysis of same and other debt documents (3.8) and drafting of issues summary (.7).	5.20	6,838.00
1/12/23	A A	Research i/c/w SDTX DIP Motions and related discovery.	1.10	594.00
1/12/23	JHB	Draft outline of DIP objection facts section (.5) and review/analyze background pleadings re: same (1.6); review/analyze M. Mansfield analysis re: convertible notes (.6) and correspondence w/ Willkie team re: same (.2); review and provide comments to Ducera issues list (.4); review/analyze Interim DIP order (1.5) and various corr. with T. Goren re: issues (.4); draft DIP issues list and incorporate comments from T. Goren (1.3).	6.50	8,547.50
1/12/23	T G	Review/analyze DIP Objection/issues list points w/ J Burbage (.8); call w/ Debtors' advisors re DIP status/next steps (.6).	1.40	2,625.00
1/12/23	B M	Review and comment on the DIP financing and	6.10	12,505.00



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		RSA documents in preparation for a UCC objection (2.7); correspondence with the Debtors and the Ad Hoc Group regarding the UCC issues with the DIP facility (1.4); review and comment on the draft discovery requests to the Debtors and the Ad Hoc Group (1.4); prepare memorandum regarding open DIP issues (.6).		
1/12/23	JCD	Participate in UCC call re: DIP objection (.8); review/analyze DIP motion (.1) and draft discovery for DIP objection (.3).	1.20	2,460.00
1/12/23	JBK	Confer with J. Dugan re case strategy (.4); revise emergency motion to adjourn the DIP hearing (.4).	0.80	1,500.00
1/12/23	CAS	Draft DIP adjournment motion.	2.60	3,250.00
1/12/23	BMW	Attend Willkie unsecured creditors' committee call re: DIP (1.0); call with J. Dugan re: DIP objection (0.2); call with C. Sisco re: DIP objection (0.2); continue analysis of first day pleadings and first day hearing transcript i/c/w DIP objection (2.2); revise draft discovery requests by L. Gaines (1.6).	5.20	6,838.00
1/12/23	CAD	Conduct brief legal research on DIP financing and roll-ups (.5); discuss DIP objection, motion to adjourn, and DIP-related discovery w/ T. Goren (.2); correspondence w/ internal working group regarding draft of motion to adjourn hearing and comments (.4) and review/analyze same (.2); review/analyze DIP issues list (.2); correspondence w/ internal working group regarding same (.2); correspondence w/ E. Wayne, internal working group regarding convertible notes documentation (.1); subsequent correspondence w/ B. Miller, K. Hansen (Paul Hastings) regarding DIP motion, hearing, issues list, and adjournment request (.1).	1.90	2,622.00
1/12/23	M M	Review/analyze DIP credit agreement with M. Arena comments (1.5); review E. Spath summary of 200% payment provisions re: when payable and differences between 2 tranches of notes (.5) and call w/ E. Spath re: questions on	4.30	8,062.50

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		same (.2); corr. w/ Willkie and Ducera teams re: same (.4); corr. w/ J. Burbage and T. Goren re: use of same (.3); call w/ E. Spath on 200% convert note payment and correspondence re: same (.5); draft additional items for DIP Credit Agreement issues list (.5) call w/ M. Arena re: review of DIP loan credit agreement review and background (.4).		
1/13/23	CAD	Review and revise emergency motion to adjourn final DIP hearing and extend Committee's objection deadline (1.5); correspondence w/ internal working group regarding same, comments, and next steps (.6); correspondence w/ internal working group regarding DIP issues list and revisions (.4); correspondence w/ Ducera team regarding same and comments (.2) and review/analyze same (.1); correspondence w/ J. Burbage, Weil and Paul Hastings teams regarding same (.2); discussion (.1) and correspondence (.1) w/ J. Hardy, internal working group regarding discussion w/ chambers regarding adjournment request and next steps; various subsequent correspondence w/ internal working group regarding discussions w/ Weil and consensual adjournment of final DIP hearing and extension of objection deadline (.4).	3.60	4,968.00
1/13/23	MDA	Participate in telephone conference with J. Burbage re: analysis of debtor-in-possession loan agreement (0.1); review and analysis of debt-in-possession loan agreement re: issues summary distribution (0.5).	0.60	789.00
1/13/23	T G	Review and revise DIP issues list (.9) and correspondence w/ J. Burbage re same/DIP objection (.7); correspondence w/ Willkie team re 2x premium provisions/analysis (.8).	2.40	4,500.00
1/13/23	B M	Review and comment on the discovery requests going to the Debtors and the Ad Hoc Group regarding the DIP Financing (.9); review and comment on the DIP issues list for the UCC (1.3); review/analyze the DIP credit agreement and the April and August note agreements (4.2); prepare memorandum regarding issues with the	7.20	14,760.00

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		note agreements (.8).		
1/13/23	JCD	Review and revise DIP objection discovery requests to Debtors and Ad Hoc Group (1.4); correspondence with B. Miller and team on status of negotiations (.6).	2.00	4,100.00
1/13/23	M M	Correspondence w/ Willkie team re: DIP issues list and questions re: same (.9); corr. w/ UCC re: same (.4); call with Willkie team re: strategy (.9); corr. w/ Willkie team re: case strategy/DIP (.6); review/analyze DIP Credit Agreement (1.3); ; call and follow up corr. with Willkie team re: convert provisions on 200% payment (1.2).	5.30	9,937.50
1/13/23	CAS	Revise DIP adjournment motion.	3.20	4,000.00
1/13/23	JHB	Review/analyze first day hearing transcript (1.2); review/analyze various documents (1.3) and begin drafting objection (3.9) to DIP financing motion; coordinate internal finalization of DIP issues list (.6) and calls with M. Mansfield and M. Arena re: same (.3); review/analyze various formal discovery requests (RFPs, deposition notices) and provide comments to B. Waggonheim re: same (1.4); coordinate distribution of DIP issues list (.3) and formal discovery requests (.3); provide comments to C. Sisco on adjournment motion (.3).	9.60	12,624.00
1/15/23	JHB	Draft Committee objection to DIP financing motion.	8.20	10,783.00
1/15/23	J B	Draft and revise Committee's objection to Debtors' motion to approve debtor-in-possession financing (5.8); multiple corr. with internal team re same (.3).	6.10	6,283.00
1/16/23	CAD	Correspondence w/ J. Burbage, internal working group regarding draft of Committee's objection to DIP motion (.1) and review/analyze same (.4).	0.50	690.00
1/16/23	E W	Review and analyze case law re: excessive DIP fees.	1.10	748.00
1/16/23	JHB	Continue to draft objection to DIP financing motion.	6.00	7,890.00
1/16/23	T G	Review/analyze Paul Hastings responses and	0.40	750.00

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1/16/23	JCD	objection to discovery requests. Review/analyze DIP motion and prepping declarations in connection with potential objection (1.5); meeting with UCC Professionals to review DIP negotiation and objection (1.0).	2.50	5,125.00
1/16/23	B M	DIP discussions with the Debtors and the Ad Hoc Group regarding potential modifications to the proposed DIP financing (4.2); prepare memorandum regarding open DIP issues (.7); corr. with the UCC regarding DIP discussions (.4).	5.30	10,865.00
1/16/23	J H	Participate in UCC professionals' meeting re: DIP objection.	1.00	1,625.00
1/16/23	BMW	Correspondence with debtors' counsel re: discovery in connection with potential DIP objection (0.1); correspondence with J. Dugan re: call with ad hoc noteholders' counsel re: same (0.1).	0.20	263.00
1/16/23	CAS	Participate in meeting with committee professionals re: DIP issues (.8); finalize notes from UCC professionals meeting re: DIP issues (.4).	1.20	1,500.00
1/17/23	CAD	Correspondence w/ internal working group regarding DIP issues list and circulation to Committee (.2); meeting w/ internal working group regarding preliminary comments to draft objection to DIP motion (.7); review/analyze Debtors' notice of amended dates and deadlines with respect to DIP motion (.1); review/analyze current DIP issues list (.2); correspondence w/ J. Burbage, Ducera team regarding Committee's DIP objection, Ducera declaration, and research issues (.2); correspondence w/ B. Miller, J. Brandt regarding filed objections to DIP motion and need for summaries (.2).	1.60	2,208.00
1/17/23	T G	Review and revise draft DIP objection (1.4) and review/analyze comments to same w/ J. Burbage (.6); correspondence w/ Willkie team and Ducera re potential Ducera DIP testimony topics (.3); review/revise draft language to AHG re roll-up (.4) and correspondence w/ J. Burbage re same (.2); review/analyze	3.30	6,187.50

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1/17/23	JCD	equipment lessor DIP objections (.4). Conference call with counsel for Ad Hoc group re: DIP objection discovery (.7); conference call with counsel for Debtors re: DIP objection discovery (.8); correspondence with counsel for Debtors re: DIP objection (.5); participate in U.C.C. meeting to discuss DIP objection (1.0); meeting with J. Korn, B. Wagonheim, C. Sisco to discuss DIP litigation (.7).	3.70	7,585.00
1/17/23	B M	Review and comment on the DIP financing documents and the collateral of the April and August notes (2.7); prepare memorandum regarding issues related to the April and August notes (.7).	3.40	6,970.00
1/17/23	JHB	Review/analyze Judge Jones DIP Objection hearing transcripts (.5); correspondence with E. Wayne and J. Brandt re: same (.2); review/analyze convertible notes various security agreements (.7) and correspondence with M. Mansfield re: same (2); review/analyze case law in connection with DIP objection (1.1); revise DIP order language re: roll up recharacterization (1.2) and correspondence with T. Goren re: same (.4); prepare for meet and confers with Debtors and ad hoc group (1.0); meet and confer w/ Weil re: discovery requests (.6); meet and confer with Paul Hastings re: discovery requests (.5); call with Willkie team following discovery calls (.4).	6.80	8,942.00
1/17/23	JHB	Review/analyze filed objections and joinders to DIP Motion.	0.40	526.00
1/17/23	R S	Assist w/ research re: DIP objection.	1.10	346.50
1/17/23	BMW	Prepare for Willkie litigation team call re: DIP discovery (0.2); attend Willkie litigation team call re: same (0.5); prepare for meet and confers with counsel for debtors and ad hoc noteholders (0.4); attend meet and confer with counsel for debtors (0.8); attend meet and confer with ad hoc noteholders' counsel (0.3); continue analysis of substantive first day pleadings and order i/c/w DIP objection (1.7).	3.90	5,128.50
1/17/23	M M	Corr. w/ Willkie team re: DIP terms and	0.50	937.50

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1/17/23	CAS	objections. Participate in call with litigation team (J. Dugan, B. Wagonheim, L. Gaines) re: next steps re: DIP objection (.5); prepare for (.3) and participate in call with debtors re: DIP discovery (.6); prepare for (.2) and participate in call with Ad Hoc Group re: DIP (.5); participate in internal debrief re: calls with debtors and ad hoc group re: DIP objection (.5); finalize notes from DIP discovery calls (4).	3.00	3,750.00
1/18/23	CAD	Correspondence w/ R. Berkovich (Weil), internal working group regarding DIP issues list and tomorrow's call (.2); correspondence w/ J. Burbage, J. Brandt regarding same and additional agenda items (.1); correspondence w/ J. Burbage, R. Sasso regarding Judge Jones DIP credit agreement precedent/research (.2) and review/analyze summary of same (.3).	0.80	1,104.00
1/18/23	E W	Review and analyze caselaw re excessive DIP fees.	2.60	1,768.00
1/18/23	E W	Attend UCC Professionals meeting re DIP objection.	0.80	544.00
1/18/23	T G	Review and revise language to Paul Hastings re roll up (.4); correspondence w/ Willkie team re same (.3); correspondence w/ Weil re call on DIP issues list (.2); call w/ UCC professionals re DIP status/next steps, UCC call (.9) and follow-up discussion w/ Willkie team re same (.3); review/analyze DIP Order re issues list/objection points (.8).	2.90	5,437.50
1/18/23	B M	Review and comment on the DIP Order and related documents (1.3); review and comment on DIP discovery requests the UCC will ask of the Debtors and the DIP Lenders (1.6); prepare memorandum regarding discovery issues for the DIP hearing (.7).	3.60	7,380.00
1/18/23	JBK	Attend UCC professionals meeting to discuss DIP objection.	0.50	937.50
1/18/23	JHB	Review/analyze DIP Credit Agreement provisions (1.6) and corr. (.5) w/ B. Miller and T. Goren re: same; call with Ducera discussing various RSA terms i/c/w declaration in support of DIP objection (.4); review/analyze case law	6.10	8,021.50

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		in support of draft DIP objection (1.3); revise draft DIP objection per T. Goren comments (1.2); corr. w/ Paul Hastings re: roll up provision / discovery settlement (.7); correspondence with Willkie litigation re: same (.4).		
1/18/23	CAS	Participate in call with committee professionals re: DIP issues.	0.60	750.00
1/18/23	BMW	Correspondence from Willkie litigation team concerning dispute with ad hoc noteholder group re: DIP objection (0.4); prepare for UCC advisory teleconference re: same (0.2); attend UCC advisory teleconference re: DIP objection (0.3).	0.90	1,183.50
1/18/23	J B	Review/analyze as-filed objections to DIP motion (1.0) and prepare summary for Committee members re same (3.7).	4.70	4,841.00
1/18/23	M M	Correspondence (.4) and conferences (.4) re strategy for Willkie team re: terms of DIP and DIP objection.	0.80	1,500.00
1/18/23	JHB	Review/analyze equipment financiers DIP objections (.6) and correspondence with J. Brandt re: same (.2).	0.80	1,052.00
1/19/23	CAD	Meeting w/ Weil, PJT, and Paul Hastings team regarding Committee's DIP issues list and potential resolution (.8); debrief meeting w/ internal working group regarding same (.1); correspondence w/ J. Burbage, internal working group regarding DIP credit agreement precedent regarding limitations on asset sales (.2) and review/analyze same (.2).	1.30	1,794.00
1/19/23	E W	Review and analyze caselaw re roll-ups in DIP financing (5.7); attend UCC meeting re: issues with ad hoc group and DIP (.5).	6.20	4,216.00
1/19/23	T G	Review/analyze DIP order and issues list re open points with lenders (1.2); call w/ lenders/Debtors re same (.9); review and revise DIP objection sections (.6); review/analyze research re DIP objection (.8); call w/ lenders re DIP order changes/discovery (.6); follow-up calls w/ J. Korn (.3) and B. Miller (.2) re same.	4.60	8,625.00
1/19/23	JCD	Participate in call with Debtor's counsel to review DIP issues and respond to same (.8);	2.80	5,740.00



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		participate in call with UCC to discuss DIP issues (.8); correspondence with counsel for ad hoc group re: revisions to DIP order (.6); correspondence with counsel for Debtor re: DIP objection discovery (.6).		
1/19/23	B M	DIP negotiations with the Debtors and the DIP Lenders regarding the open points raised by the UCC (4.2); review and discussion regarding the discovery requested by the UCC of the Debtors and the DIP Lenders (2.6); prepare memorandum regarding the open discovery issues (.4) and draft DIP objection (.5).	7.70	15,785.00
1/19/23	JBK	Attend call with Debtors and Ad Hoc to review DIP issues list (.8); attend call w/ Willkie team to discuss potential objections (.4); attend discovery meet and confer with Ad Hoc and confer internally re same (re: DIP objection) (1.0).	2.20	4,125.00
1/19/23	JHB	Review precedent DIP objections for language re: marshaling and fee arguments (.9); prepare for (.5) and attend call with Company and AHG advisors re: DIP issues list (.8); discussion with B. Miller and T. Goren thereafter (.2); revise DIP objection per T. Goren comments (3.4); research marshaling issue and draft DIP objection section re: same (2.2); correspondence with E. Wayne re: various DIP objection research issues (.4); call with AHG counsel re: DIP issues list (.7); draft DIP issues list language re: same (.3).	9.40	12,361.00
1/19/23	R S	Assist w/ research re: DIP orders (.7) and DIP hearings (1.6).	2.30	724.50
1/19/23	J H	Call w/ Willkie, Ducera, PJT, Weil, Paul Hastings re: DIP negotiations (.7); internal follow-up call w/ Willkie team re: DIP (.2); review/analyze UCC DIP objection draft documents (2.2).	3.10	5,037.50
1/19/23	CAS	Participate in call with debtors re: DIP issues list (.8); coordinate with B. Wagonheim on deposition preparation (1.7); review/analyze Judge Jones DIP orders/hearing transcripts (2.6).	5.10	6,375.00
1/19/23	M M	Attend meeting with UCC and advisors re: DIP	2.20	4,125.00



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		objection/negotiations (1.0); attend call with Weil and Willkie to go through issues on DIP (.7); corr. (.2) and calls (.3) with Willkie team re: same.		
1/20/23	CAD	Correspondence w/ E. Gilad (Paul Hasting) regarding proposed revised marshaling and roll up language for DIP order (.2); review/analyze same (.1); correspondence w/ internal working group regarding same (.2); correspondence w/ S. Lancaster (Ducera), internal working group regarding January DIP budget (.3) and review/analyze same (.2); correspondence w/ Ducera, Committee members regarding same (.1).	1.10	1,518.00
1/20/23	T G	Review and revise draft DIP objection (1.4); call w/ J Burbage re same (.5) and call w/ B Miller re same (.4).	2.30	4,312.50
1/20/23	JBK	Confer with B Miller and M Mansfield re DIP objection litigation strategy (.5); review/analyze documents to prepare for 30b6 deposition (.2) and confer with B Wagonheim re same (.3).	1.00	1,875.00
1/20/23	B M	DIP negotiations with the Debtors and the Ad Hoc Group (3.2); review and comment on the UCC DIP objection (1.6); correspondence with the Debtors and Ad Hoc Group regarding the DIP discovery (.6); review and comment on the Ad Hoc Group settlement proposal (.8); prepare memorandum regarding DIP negotiations and open issues for the UCC (.9).	7.10	14,555.00
1/20/23	JHB	Call with T. Goren re: DIP objection changes (.4); finalize roll up settlement with Paul Hastings (.2) and draft correspondence re: same (.2); call w/ B. Wagonheim re: discovery process (.3); review/analyze draft DIP objection (.4) and propose revisions to T. Goren (.2).	1.70	2,235.50
1/20/23	M M	Participate in DIP strategy call with Willkie team (.5); call with B Riley and Willkie teams re: DIP objection and strategy (1.2); corr. w/ Willkie team re: DIP objection (.4); review/analyze DIP objection draft (1.2) and DIP agreement (1.2).	4.50	8,437.50
1/21/23	CAD	Correspondence w/ E. Gilad (Paul Hastings) regarding draft form of final DIP order (.1) and	0.60	828.00

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		review/analyze same (.2) and DIP lenders' responses to Committee DIP issues list (.1) and review/analyze same (.2).		
1/21/23	JBK	Prepare for Rule 30(b)(6) depositions of Debtors (3.5); review and analyze revised DIP budget (.5).	4.00	7,500.00
1/21/23	B M	Review and comment on the DIP discovery provided by the Debtors (1.2); review and comment on the revised roll-up settlement language (.4); prepare memorandum regarding open DIP issues (.5).	2.10	4,305.00
1/21/23	JHB	Revise draft DIP objection.	6.20	8,153.00
1/21/23	J B	Review/analyze final proposed DIP Order (1.8); multiple corr. with internal team and Debtors' counsel re: same (.3).	2.10	2,163.00
1/22/23	CAD	Correspondence w/ J. Burbage, internal working group regarding current draft of Committee's DIP objection (.1) and brief review/analysis of same (.4); correspondence w/ J. Burbage, J. Brandt regarding accompanying sealing motion (.2).	0.70	966.00
1/22/23	JCD	Coordination of document production review and prep of deposition outlines for DIP hearing (.6); review/analyze draft objection and Ducera declaration in connection with DIP objection (.6); correspondence with Debtor's counsel re: discovery re: same (.4).	1.60	3,280.00
1/22/23	T G	Correspondence w/ Willkie team re updated DIP Objection.	0.40	750.00
1/22/23	B M	Review/analyze the DIP objections filed by the equipment lenders (1.3); correspondence with the Debtors regarding the open DIP issues and discovery (.7).	2.00	4,100.00
1/22/23	JBK	Review and provide comments on draft DIP objection and draft Ducera Declaration in support of same.	3.00	5,625.00
1/22/23	JHB	Revise draft DIP objection (4.0) and circulate to team (.1); correspondence with J. Korn, B. Miller, T. Goren and Ducera re: same (.4); begin revising DIP Objection per J. Korn comments (1.0); review/analyze draft Verost declaration (.5); correspondence with B.	6.30	8,284.50

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		Wagonheim and C. Sisco re: document production questions (.3).		
1/22/23	J B	Conduct research re: sealing and DIP financing pleadings (2.6); multiple corr. with internal team re same (.3).	2.90	2,987.00
1/22/23	M M	Corr. w/ Willkie re: DIP hearing prep and resolution of objection issues.	0.30	562.50
1/22/23	M M	Corr. w/ Weil and Willkie teams re: DIP objection (.3); review/analyze DIP objection (.6).	0.90	1,687.50
1/23/23	E W	Attend professionals meeting re DIP objection and discovery (.8); review and analyze caselaw re standard for DIP financing (3.7).	4.50	3,060.00
1/23/23	JCD	Review documents produced by Debtors to prepare for DIP hearing (.6); correspondence and conference with J. Korn re: prep for DIP hearing (.5); call with UCC Professionals re: DIP objection (.6); review/analyze draft DIP objection (.6).	2.30	4,715.00
1/23/23	T G	Review and revise updated draft of DIP Objection (2.4); review and analyze draft Verost declaration (.9); review/analyze updated draft DIP Order from DIP Lenders (1.1); correspondence w/ Willkie team re additional revisions to same (.5); review and revise further updated drafts of same (.7); call w/ Ducera team re DIP Objection/Verost declaration (.9); follow-up calls w/ K. Patel (.1) and J. Burbage (.3) re same; call w/ J. Korn re DIP hearing preparation (.3).	7.20	13,500.00
1/23/23	JBK	Call with Ducera to review draft declaration i/c/w DIP objection (1.0); prepare for deposition of Debtors' 30(b)(6) witnesses (6.5).	7.50	14,062.50
1/23/23	JHB	Revise DIP objection per T. Goren and J. Korn comments (5.6); provide comments to draft supporting Ducera declaration (2.1); various corr. w/ B. Wagonheim and C. Sisco re: discovery issues (.9); discussion with T. Goren and B. Miller re: next steps re: DIP final order (.5); coordinate markup of DIP order with J. Brandt (1.1).	10.20	13,413.00
1/23/23	R S	Compile (.4) and edit (.5) DIP objection-related documents for attorney review	0.90	283.50

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1/23/23	J B	Review and provide comments to proposed final DIP order (3.6); multiple corr. with internal team re: same (.5).	4.10	4,223.00
1/23/23	CAS	Participate in meeting with Willkie and Ducera teams re DIP objection (.8); participate in call with committee professionals re DIP issues (.6); review/analyze DIP discovery production from debtors (3.4); participate in training re: Exhibit Share for DIP depositions (1.0); draft Blokh deposition outline (1.7); prepare deposition materials (3.2); corr. w/ Willkie team re: termination payments/RSA (.4).	11.10	13,875.00
1/23/23	M M	Assist C. Sisco and J. Korn with depo prep on DIP and related document questions (2.3); review/analyze DIP budget re: depo prep (.8).	3.10	5,812.50
1/23/23	CAD	Review/analyze CNOs for final cash management, utilities, and critical vendor orders (.2) and signed orders regarding same (.2); correspondence w/ M. Fink (Weil) regarding same and status of today's hearing (.1); correspondence w/ M. Fink (Weil) regarding proposed draft critical vendor agreement w/ CDW Direct (.1) and review/analyze same (.1); review/analyze current draft of Committee's objection to DIP motion and comments thereto (.5); correspondence w/ internal working group regarding same (.2); correspondence w/ K. Patel (Ducera), Aix/PJT teams regarding Debtors' 13 week budget (.2); discussion w/ internal working group regarding comments to/markup of final DIP order (.5) review and analyze same (.3); various correspondence w/ internal working group regarding same and additional comments (.3).	2.70	3,726.00
1/24/23	CAD	Review/analyze current draft of Committee's objection to DIP motion (.7) and supporting Ducera declaration (.3); correspondence w/ internal working group regarding comments to same (.4); review/analyze Debtors' DIP financing motion (.5); correspondence w/ internal working group regarding bitcoin perfection issues (.3); correspondence w/ J. Burbage, Ducera team regarding Committee's	2.70	3,726.00

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		DIP objection (.2); correspondence w/ J. Burbage regarding same and comments (.1); correspondence w/ internal working group regarding exhibits to same (.2).		
1/24/23	JCD	Attend UCC call and discussion of DIP discovery and litigation with UCC (.7); correspondence with counsel for Debtors re: DIP discovery (.6); discussion and corr. with J. Korn re: DIP discovery and depositions (.4); review/analyze draft DIP Objection in preparation for DIP hearing (.6).	2.30	4,715.00
1/24/23	T G	Review and revise further updated drafts of DIP Objection (1.6) and Verost declaration (.7); discussion w/ Willkie team re DIP status/potential settlements (.6); call w/ A. Verost (Ducera) re DIP status (.2); correspondence w/ Willkie team re: bitcoin mining/collateral question (.3); call w/ M. Mansfield re same/DIP (.1); calls w/ J. Burbage re DIP objection draft/Verost declaration (.4).	3.90	7,312.50
1/24/23	JBK	Review and revise DIP objection (1.5); prepare for Rule 30(b)(6) depositions of Debtors re: same (4.0).	5.50	10,312.50
1/24/23	B M	Preparation for Singh and Blokh DIP depositions (1.4); review and comment on the UCC DIP Objection and Ducera Declaration (3.2); corr. with the Debtors regarding DIP discussions (.6).	5.20	10,660.00
1/24/23	JHB	Provide comments to Ducera declaration in support of DIP objection (1.1); circulate Committee comments to Paul Hastings on final DIP Order (.2); call with B. Wagonheim and C. Sisco re: DIP discovery issues (.8); revise draft DIP objection with T. Goren and J. Korn comments (4.5); coordinate bluebooking of same with w/ R. Sasso (.2); coordinate next steps on finalizing DIP objection with J. Brandt (.2); call with Ducera re: Ducera declaration in support of DIP objection (.4); coordinating motion to seal various exhibits re: same (.8); prepare for Committee meeting re: DIP objection (.2) and attend meeting (.9).	9.20	12,098.00
1/24/23	M M	Corr. with J. Korn on questions for DIP	4.00	7,500.00

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		deposition prep of Singh and Blokh (1.1); review/analyze Ducera declaration and J. Burbage comments (1.2); corr. w/ C. Chernuchin re: perfection of Bitcoin (.2) and conf. w/ C. Chernuchin and J Hardy re: same (.2); participate in calls with P. Mandarino, B. Miller and J. Korn re: competing DIP possibility and strategy for UCC (1.3).		
1/24/23	J B	Draft and revise motion to seal Committee's DIP objection (1.8); conduct research re: Committee objection to certain requests of Original DIP lenders (1.9); review/analyze latest drafts of Committee's DIP pleading and declaration in support (.9); corr. with J. Burbage re same (.2).	4.80	4,944.00
1/25/23	CAD	Review and revise current draft of Committee's objection to DIP motion (2x) (7.7); correspondence w/ internal working group regarding same and comments/revisions (.6); correspondence w/ internal working group, Ducera team regarding DIP objection and supporting declaration (.3); correspondence w/ B. Miller, internal working group regarding potential alternative DIP financing proposals and next steps (.3).	8.90	12,282.00
1/25/23	CAD	Review and revise draft motion to file Committee's objection to DIP motion under seal (.9); correspondence w/ J. Brandt, E. Wayne regarding same and comments (.2).	1.10	1,518.00
1/25/23	E W	Review and analyze caselaw re excessive DIP financing (1.6); draft motion to seal certain parts of the DIP objection (2.0).	3.60	2,448.00
1/25/23	T G	Review and revise updated drafts of DIP Objection (2.7) and Verost declaration (.8); review alternative DIP LOI (.6) and correspondence w/ Willkie team re same (.3).	4.40	8,250.00
1/25/23	B M	Review and comment on the alternative DIP proposals provided to the Debtors (2.3); call with the Debtors regarding the alternative DIP proposals (.6); preparation and attendance at the depositions of Singh and Blokh (6.5); draft memorandum regarding DIP objection and Ducera declaration (.5).	9.90	20,295.00

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1/25/23	A A	Bluebook and cite check Committee DIP objection (1.4); corr. w/ Willkie team re: DIP objection and Verost Declaration (.7).	2.10	1,134.00
1/25/23	JHB	Attend DIP-related deposition of J. Singh (4.4); attend DIP-related deposition of R. Blohk (2.7); revise Committee's objection per depositions and other comments from Ducera and Willkie teams (5.2); review and provide comments to Ducera's declaration in support of Committee's DIP objection (2.0).	14.30	18,804.50
1/25/23	R S	Bluebook DIP Objection.	1.40	441.00
1/25/23	J B	Review and provide comments to draft motion to seal Committee's objection to DIP financing	0.90	927.00
1/25/23	CAS	Follow up with Willkie and Ducera teams re: Singh and Blokh DIP-related depositions (.7); attend DIP-related depositions of John Singh and Rodi Blokh (8.6).	9.30	11,625.00
1/25/23	M M	Attend UCC professionals meeting re: DIP objection (.5); review/analyze revised DIP objection and Ducera declaration (.8); corr. w/ Willkie team re: possible new third party DIPs (.9).	2.20	4,125.00
1/26/23	B M	Review and comment on the alternative DIP proposals (2.1); review and comment on the UCC DIP objection, sealing motion and the Ducera Declaration (4.6); correspondence with the Debtors regarding the DIP objection and next steps (.7).	7.40	15,170.00
1/26/23	A A	Bluebook and cite check revised version of DIP objection (1.1); mult. corr. w/ Willkie team re: filing of objection and declaration (.9); prepare redacted version of DIP Objection (.9); Declaration (.6); prepare unredacted exhibits to DIP objection (1.3); file redacted versions of Objection and Declaration (.8); file unredacted versions of DIP objection and Declaration under seal (.9); file motion to seal i/c/w DIP Objection and Declaration (.4); coordinate service of pleadings (.3).	7.20	3,888.00
1/26/23	CAD	Review and revise current draft of Committee's objection to DIP motion (2x) (2.3); correspondence w/ J. Burbage, internal working	5.10	7,038.00



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		group regarding same and final comments (.5); discuss same w/ B. Miller (.1) and J. Burbage (.1); correspondence w/ B. Miller, internal working group regarding potential alternative DIP proposals (.3); correspondence w/ internal working group, Ducera team regarding current draft of Verost Declaration in support of DIP objection (.2); correspondence w/ A. Ambeault, internal working group regarding DIP motion witness list filing deadline (.1); review/analyze Skadden letter to Weil requesting adjournment of final DIP hearing (.2); correspondence w/ K. Patel (Ducera), internal working group regarding alternative DIP proposals and comparison w/ existing DIP Facility (.1) and review/analyze same (.2); correspondence w/ internal working group regarding exhibits for Committee's DIP objection (.2); various correspondence w/ internal working group regarding final comments to, finalizing, and filing Committee's DIP objection, supporting declaration, and sealing motion (.8).		
1/26/23	JCD	Review/analyze revised objection in preparation for DIP hearing (.8) correspondence with B. Wagonheim and C. Sisco re: exhibit list (.3).	1.10	2,255.00
1/26/23	JHB	Review and provide comments to Ducera declaration per internal Willkie comments and Ducera comments (3.7); revise Committee's objection per internal Willkie comments and Ducera comments (7.4); coordinate finalization of DIP objection-related pleadings with A. Ambeault and Willkie team (1.9).	13.00	17,095.00
1/26/23	JBK	Attend committee update call re: DIP objection (.7) and discuss same with B. Miller (.3).	1.00	1,875.00
1/26/23	CAS	Assist with finalizing DIP objections/exhibits.	2.60	3,250.00
1/26/23	T G	Review and analyze replacement DIP term sheets (1.4); calls w/ Willkie team re same (.3); review and revise various drafts of DIP Objection (4.3) and Verost declaration (.9); call/correspondence w/ Willkie and Ducera re same (.7); correspondence w/ Weil re unredacted DIP pleadings (.2).	7.80	14,625.00



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1/26/23	J H	Review/analyze DIP objection and related documents.	2.50	4,062.50
1/26/23	BMW	Analysis of J. Singh and R. Blokh deposition testimonies re: DIP obligation (1.0); correspondence with Willkie team re: debtors' "sensitivity analysis" (0.3); review of sensitivity analysis produced by debtors (0.4); analysis of draft DIP objection (0.3); correspondence with J. Burbage re: exhibits for DIP objection (0.2).	2.20	2,893.00
1/26/23	J B	Draft and revise motion to seal Committee's DIP objection (3.3); conduct research re same (.9); multiple corr. with internal team re same (.6); coordinate service of unredacted copies of Committee's DIP objection and supporting declarations (.9); multiple corr. with internal team re same (.4).	6.10	6,283.00
1/26/23	CAD	Various correspondence w/ internal working group regarding motion to seal certain portions of Committee's objection to DIP motion (.5); discuss same and revisions to motion w/ J. Brandt (2x) (.4); review and revise same and proposed order (.3).	1.20	1,656.00
1/26/23	M M	Corr. w/ Willkie team re: strategy for alternative DIPs (.5); call with P. Mandarino re: same (.5); consider terms of alternative DIPs and what the UCC would need to support (.8); review and revise DIP objection and Ducera declaration (1.6); corr. w/ Willkie team re: same and strategy (.4).	3.80	7,125.00
1/27/23	CAD	Various correspondence w/ internal working group regarding preparation of exhibit list for 2/1/13 final DIP hearing, requirements, and deadline (.8); correspondence w/ J. Burbage regarding same (.1); review/analysis of same (.2); correspondence w/ R. Berkovich (Weil), internal working group, Ducera team regarding final syndicated amount of DIP Facility (.2); correspondence w/ J. Burbage, Ducera team regarding list of syndicated lenders (.2) and review/analyze same (.1); correspondence w/ internal working group regarding proposed alternative DIP financing proposal (.2); correspondence w/ internal working group	4.70	6,486.00

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		regarding DIP objection status, discussions w/ Debtors, and next steps (.3); review/analyze current drafts/markups of alternative DIP proposals (2x) (.6) correspondence w/ B. Miller, internal working group regarding alternative DIP proposal (.2); correspondence w/ J. Burbage, E. Wayne regarding need for DIP priming lien research (.2); meeting w/ Weil/PJT/internal working group/Ducera regarding status of alternative DIP proposals, strategy, and next steps (.5); correspondence w/ internal working group regarding preparation of Committee's statement in support of alternative DIP financing and outline of same (.2); correspondence w/ J. Burbage regarding same and outline of argument (.2); conduct brief legal research regarding same (.5); correspondence w/ internal working group regarding ad hoc shareholders group objection to Debtors' DIP motion (.2).		
1/27/23	E W	Review and analyze caselaw re cash collateral priming.	1.10	748.00
1/27/23	B M	DIP negotiations with the Debtors and the various proposed lenders (3.7); review and comment on the DIP financing proposals (2.2); draft memorandum regarding the various DIP proposals and steps for approval at the 2/1 hearing (1.4); correspondence with the UCC regarding the DIP negotiations (.8).	8.10	16,605.00
1/27/23	JBK	Attend call with Debtors' advisors re DIP alternatives (.5); review/analyze Ad Hoc Equity Group DIP objections (.4).	0.90	1,687.50
1/27/23	T G	Review and analyze further drafts of alternative DIP term sheets (1.2); call w/ counsel to alternative DIP provider (.3); call w/ Debtors re status of alternative DIP (.6); correspondence w/ Willkie team re statement on alternative DIPs (.4) and follow-up correspondence w/ J. Burbage re same (.3); calls w/ B. Miller (multiple) re status of DIP discussions (.6); correspondence w/ Weil/Ducera re DIP syndication/payoff amounts (.3); review/analyze Ducera analysis of alternative DIPs (.4).	4.10	7,687.50

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1/27/23	A A	Assist w/ preparation of materials for final DIP Hearing (1.4); corr. w/ B. Wagonheim (.3) and J. Burbage (.1) re: same.	1.80	972.00
1/27/23	J H	Coordinate document exhibit issues for DIP hearing.	0.50	812.50
1/27/23	J B	Review/analyze interim DIP order (.7) and corr. with J Burbage (.3) re same; conduct research and review of pleadings re: Committee pleading in support of replacement DIP motion and objection to certain requests of original DIP lenders (2.1).	3.10	3,193.00
1/27/23	CAS	Participate in call with debtors re: new DIP facility (.8); draft witness and exhibit list for DIP hearing (1.4); incorporate feedback on witness and exhibit list (1.1).	3.30	4,125.00
1/27/23	M M	Review/analyze new DIP term sheets (1.2); corr. re: same with Willkie team (.8).	2.00	3,750.00
1/27/23	JHB	Correspondence with B. Wagonheim, A. Ambeault and C. Sisco re: exhibit list issues for DIP hearing (2.3); review/analyze protective order (.9) and draft correspondence to J. Dugan re: same (.3); correspondence with B. Miller and team re: Committee communications following B. Riley DIP (.4); attend call with Weil re: DIP update (.6); review various competing DIP term sheets (1.5); outline and research statement i/s/o Alternative DIP (2.9).	8.90	11,703.50
1/28/23	CAD	Review/analyze current drafts of B. Riley DIP term sheet (2x) (.4); correspondence w/ internal working group regarding same (.2); correspondence w/ internal working group regarding preparation of Committee's statement in support of new DIP proposal (.3) and required research issues (.2); conduct brief legal research regarding same (.4); correspondence w/ B. Miller, internal working group regarding status of Debtors' discussions w/ B. Riley regarding alternative DIP proposal and today's Special Committee meeting (.2); correspondence w/ B. Miller, Committee regarding same (.3); subsequent correspondence w/ P. Trompeter (Sphere 3D), T. Goren, B. Miller regarding same (.3); review/analyze	2.80	3,864.00

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1/28/23	E W	current draft of revised DIP order w/ B. Riley as lender (.3); correspondence w/ T. Goren, internal working group regarding same (.2). Draft background section of statement in support of alternative DIP (3.0); review and analyze caselaw re: objections of junior lienholders (1.1).	4.10	2,788.00
1/28/23	B M	DIP negotiations of the various DIP termsheets and the proposed Interim DIP Order for the replacement DIP with the Debtors and the lenders (4.7); communication with the UCC regarding the DIP negotiations (.9).	5.60	11,480.00
1/28/23	JCD	Review/analyze alternative DIP proposals (.8); telephone conference with T. Goren and B. Miller re: litigation strategy for DIP hearing (.6).	1.40	2,870.00
1/28/23	T G	Call w/ J. Burbage re Replacement DIP statement (.5); review and analyze updated DIP term sheet/commitment letter (.8); call w/ B. Miller re DIP status (.2); call w/ J. Dugan re same (.3); review/analyze draft replacement DIP order (.6); correspondence w/ Weil re same (.2).	2.60	4,875.00
1/28/23	J B	Draft and review Committee's statement in support of DIP and objection to certain requests of DIP lenders (2.5); multiple corr. with internal team re same (.3); multiple corr. with internal team re replacement DIP proposal (.3).	3.10	3,193.00
1/28/23	JHB	Coordinate response to Committee questions re: competing DIP proposals (.8); call with T. Goren re: Committee statement i/s/o Alternative DIP (.5); conduct adequate protection research (2.3) and draft statement in support of Replacement DIP (3.2).	6.80	8,942.00
1/29/23	B M	DIP negotiations re: the various DIP termsheets and the proposed Interim DIP Order for the replacement DIP with the Debtors and the lenders (3.1); corr. with the UCC regarding the DIP negotiations (.5).	3.60	7,380.00
1/29/23	CAD	Correspondence w/ A. Cohen (Weil) regarding current draft of proposed interim DIP order (re: replacement DIP) (.1) and review/revise same (.5); correspondence w/ J. Burbage, T. Goren	2.40	3,312.00

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		regarding same and comments (.2); correspondence w/ K. Patel (Ducera), internal working group regarding presentation regarding comparison of alternative DIP proposals (.2) and review/analyze same (.2); correspondence w/ internal working group regarding deadline for filing exhibits for 2/1 hearing and next steps (.2); correspondence w/ A. Cohen (Weil) regarding current draft of DIP term sheet w/ B. Riley (.1) and review/analyze same (.2); correspondence w/ E. Wayne, J. Burbage regarding draft of Committee's statement in support of motion to authorize replacement DIP financing (.1) and brief review/analysis of same (.2); correspondence w/ J. Brandt regarding same and insert (.2); correspondence w/ J. Burbage, T. Goren regarding update on Debtors' DIP order and noticing process (.2).		
1/29/23	E W	Revise Committee's statement re alternative DIP financing.	0.40	272.00
1/29/23	T G	Review and revise updated draft of Replacement DIP Order (1.3); call w/ J. Burbage re same (.3); correspondence w/ Weil re same (.4); call w/ A. Cohen (Weil) re same (.2); call w/ A. Verost (Ducera) re hearing status (.2).	2.40	4,500.00
1/29/23	JHB	Draft statement in support of Replacement DIP (4.9); incorporate various comments from C. Damast and T. Goren (1.1); review/analyze Paul Hastings comments to Interim DIP Order (2.3); draft summary to B. Miller and T. Goren re: same (.5); call with Weil re: open DIP Order issues (.6); call with Paul Hastings re: open DIP order issues (.8); correspondence with Willkie litigation team and A. Ambeault re: hearing exhibit list (.4); corr. re: various exhibit questions from the litigation team (.5).	10.30	13,544.50
1/29/23	BMW	Analysis of potential exhibits for use in upcoming DIP financing hearing (0.6); communications with C. Sisco, J. Burbage, A. Ambeault, and S. Rosen re: exhibits (0.5).	1.10	1,446.50
1/29/23	J B	Draft and revise Committee's statement in support of DIP and objection to original DIP	3.20	3,296.00

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		lender requests (3.0); corr. with E. Wayne, J. Burbage, and C. Damast re same (.2).		
1/29/23	M M	Review/analyze revisions to DIP objection (.8) and corr. w/ team re: same (.4).	1.20	2,250.00
1/30/23	JBK	Attend committee call re: Replacement DIP (.8); review/analyze objection to termination fee (.6).	1.40	2,625.00
1/30/23	B M	DIP financing negotiations with the Debtors and the Ad Hoc Group regarding the form of DIP Order (2.3); review and comment on version of the DIP Order from the UCC and the Ad Hoc Group (1.4); prepare memorandum regarding open DIP issues and the witnesses we need for the DIP hearing (.9); review/analyze the witness and exhibit lists for the DIP hearing (1.2); correspondence with the UCC regarding open DIP issues (.5).	6.30	12,915.00
1/30/23	CAD	Review/analyze/revise ad hoc group's comments to draft replacement DIP interim order (1.2); correspondence w/ internal working group regarding same (.4); review and revise Ducera presentation to Committee regarding alternative DIP financing proposals (.4); correspondence w/ internal working group, A. Gupta (Ducera) regarding same and revisions (.2); correspondence w/ J. Burbage, internal working group regarding update for Committee on competing DIP proposals and Debtors' selection of B. Riley as replacement DIP lender (.3); correspondence w/ J. Burbage, Committee members regarding same (.1); correspondence w/ J. Dugan, internal working group regarding exhibit list for 2/1 final DIP hearing (.2); review/analyze Debtors' witness and exhibit lists for 2/1 final DIP hearing (.1); correspondence w/ J. Burbage regarding comments to current draft of replacement DIP interim order (.5); discuss Committee's statement in support of alternative DIP financing w/ J. Brandt (.1); review and revise same (2.7); various correspondence w/ internal working group regarding same and additional comments (.5); telephone conference w/ Weil	8.40	11,592.00

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		team, internal working group regarding issues list for draft replacement DIP interim order (.8); telephone conference w/ Paul Hastings team, internal working group regarding Committee's issues list regarding ad hoc group comments to replacement DIP interim order (.7); correspondence w/ C. Sisco, T. Tsekerides (Weil) regarding final DIP hearing and exhibits/redactions (.2).		
1/30/23	E W	Attend UCC Meeting re alternative DIP proposals (.7); attend meeting between Willkie and Weil re ad hoc DIP (.7).	1.40	952.00
1/30/23	A A	Prepare witness and exhibit list re: DIP hearing for filing (1.1); file unredacted version of exhibit and witness list (.4); file redacted version of exhibit and witness list (.4).	1.90	1,026.00
1/30/23	JCD	Participate in UCC conference call to discuss status of DIP (.7); prepare for DIP hearing, review exhibit lists and witness lists (1.0); review/analyze Verost declaration in support of DIP objection (.6).	2.30	4,715.00
1/30/23	T G	Review and revise draft UCC statement re Replacement DIP (1.4); review and analyze further revised draft of Replacement DIP Interim Order (.8); call w/ Weil re same (.9); call w/ Paul Hastings re DIP status/DIP order (.7); follow-up call w/ Weil re same (.2); review and analyze final commitment letter/term sheet (.8); review and analyze ad hoc mark-up of DIP Order (.9) and correspondence w/ Weil and Willkie team re same (.6).	6.30	11,812.50
1/30/23	JHB	Further revise statement in support of Replacement DIP (5.5); review and provide comments to Ducera deck comparing alternative DIP proposals (1.5); internal correspondence re: exhibit list (.5); provide comments to interim DIP order (1.6); call with T. Goren re: Interim DIP Order (.5); revise interim DIP order re: same (.7).	10.30	13,544.50
1/30/23	J H	Internal corr. re: witness and exhibit list for DIP hearing (.4); review/analyze witness and exhibit list (.9).	1.30	2,112.50
1/30/23	BMW	Corr. with C. Sisco, A. Ambeault, J. Hardy, J.	5.20	6,838.00



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		Dugan, and J. Burbage concerning DIP financing hearing (2.1); begin drafting examination outline in connection with DIP financing hearing (3.1).		
1/30/23	M M	Attend call with Paul Hastings team (counsel to ad hoc group) re DIP objections (0.9); call with B. Miller re same (0.2); corr. w/ Willkie team and UCC re same (0.4).	1.50	2,812.50
1/30/23	J B	Review and revise UCC statement regarding motion to approve debtor in possession financing.	1.30	1,339.00
1/30/23	CAS	Discuss new DIP order with debtors (.9); prepare final DIP hearing witness and exhibit list (2.6); draft Verost DIP Hearing Q&A (2.2);.	5.70	7,125.00
1/31/23	JBK	Attend committee call re DIP hearing (.3) and review/analyze pleadings for same (.2).	0.50	937.50
1/31/23	CAD	Review and revise/finalize Committee's statement in support of replacement DIP financing (1.9); correspondence w/ internal working group regarding same, final revisions, and filing (.6); correspondence w/ A. Ambeault regarding same (.2); review/analyze Paul Hastings comments to draft proposed replacement DIP interim order (.6); review/analyze Debtors' emergency motion to approve replacement DIP financing (.5) and supporting declarations (.5); review/analyze current draft of proposed replacement DIP interim order (.5); correspondence w/ A. Cohen (Weil), B. Miller regarding same (.1); correspondence w/ C. Sisco, T. Tsekerides (Weil) regarding 1/1 hearing exhibits (.1).	5.00	6,900.00
1/31/23	E W	Attend UCC meeting re negotiations with ad hoc group and upcoming DIP hearing.	0.20	136.00
1/31/23	T G	Review and analyze further updated draft of Replacement DIP Order (.9); correspondence w/ Weil re same (.3); meeting w/ Willkie, A. Verost (Ducera) and J. Brookner re hearing prep (2.4); call w/ Weil re DIP document redactions (.2); review and analyze DIP documents re additional arguments on termination payment (1.3).	5.10	9,562.50
1/31/23	JCD	Review and revise direct testimony outline for	6.50	13,325.00



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		Ducera re: DIP hearing (4.5); meeting with B. Miller, T. Goren, J. Hardy, J. Burbage to discuss strategy for DIP argument (1.0); review new DIP filing by Debtors (1.0).		
1/31/23	A A	Assist w/ preparation of materials for 2/1/23 DIP hearing (2.7); mult. corr. w/ B. Wagonheim and C. Sisco re: same (.5); bluebook statement in support of replacement DIP (.8); prepare and file statement in support of DIP (.2).	4.20	2,268.00
1/31/23	JHB	Call with Willkie litigation team and Weil re: DIP hearing logistics (.3); turn T. Goren comments to statement re: replacement DIP (.5) and coordinate filing re: same (.3); review/analyze various Replacement DIP pleadings (1.5); prepare for DIP hearing with T. Goren and B. Miller (1.3); review/analyze revisions to DIP order (.8).	4.70	6,180.50
1/31/23	J H	Prepare for 2/1/23 DIP hearing.	1.70	2,762.50
1/31/23	J H	Review/analyze statement in support or replacement DIP.	0.90	1,462.50
1/31/23	B M	Preparation for the DIP hearing, including review and comment on the Replacement DIP Order and negotiations with the Debtors and lenders regarding the DIP order (7.9); prepare memorandum regarding open DIP issues (.6); correspondence with the Debtors regarding the DIP issues list (.4).	8.90	18,245.00
1/31/23	BMW	Communications with J. Dugan, C. Sisco, A. Ambeault, J. Hardy re: preparations for DIP financing hearing (2.1); finish drafting examination outline for DIP hearing (3.0) and corr. w/ J. Dugan re: same (.2).	5.30	6,969.50
1/31/23	J B	Draft and revise Committee's statement in support of, and objection to certain part of DIP motion.	0.80	824.00
1/31/23	CAS	Discuss DIP hearing exhibits with J. Dugan (.3); discuss DIP hearing logistics with Willkie and Weil teams (.7).	1.00	1,250.00
<b>Sub-Total</b>			<b>694.60</b>	<b>1,041,487.00</b>

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### **Meetings and Communications with Creditors**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
1/9/23	T G	Initial meeting w/ UCC (.6); follow-up discussion w/ Willkie team re task list and next steps (.5); review and analyze banker/financial advisor presentations for UCCC pitch (1.6).	2.70	\$ 5,062.50
1/9/23	B M	Initial meeting with the UCC (.6) and review the materials of the banker/financial advisor candidates to be retained by the UCC (3.1).	3.70	7,585.00
1/10/23	T G	Prepare for (.4) and participate on (1.7) Committee call re selection of investment banker; follow-up discussion w/ Willkie team re next steps (.3).	2.40	4,500.00
1/10/23	B M	Meetings with the UCC and the banker/financial advisor candidates to be retained by the UCC.	4.30	8,815.00
1/10/23	J H	Meeting w/ UCC re: investment banker selection process (partial).	0.70	1,137.50
1/11/23	B M	Review/analyze Skadden request for an equity committee (.4); call with R. Meisler (Skadden) regarding the equity committee request (.4); call with Ducera to discuss the equity committee request (.3); prepare memorandum regarding the equity committee request pros and cons (.5).	1.60	3,280.00
1/12/23	CAD	Participate in Committee meeting (matters discussed -- update on discussions w/ Debtors' and ad hoc group's professionals; DIP objection, adjournment request, and motion to adjourn; comments to first day orders; request for equity committee; Ducera engagement letter; Committee bylaws) (.8); follow up debrief meeting w/ B. Miller and T. Goren (.2).	1.00	1,380.00
1/12/23	JHB	Prepare for (.2) and attend (.8) Committee call re: DIP objection, case issues, strategy facilitate distribution of bylaws (.2).	1.20	1,578.00
1/12/23	T G	Prepare for (.5) and participate on (.8) Committee call re DIP/status update.	1.30	2,437.50
1/12/23	B M	Preparation (.6) and attendance at (.8) the UCC meeting to discuss open case issues; call with Brooks regarding utility issues (.4); call with R.	2.40	4,920.00

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		Meisler (Skadden) regarding the equity committee request (.3); correspondence with Endler regarding case status (.3).		
1/12/23	M M	Call with Committee re: DIP financing and case update	0.80	1,500.00
1/12/23	J B	Participate in meeting with Committee and Committee professionals re: DIP objection, equity committee request, and other case updates (in part).	0.60	618.00
1/13/23	CAD	Correspondence w/ B. Miller, Committee members regarding DIP motion and hearing adjournment update.	0.20	276.00
1/14/23	B M	Calls with UCC members regarding the DIP issues (.5); correspondence with the UCC and Ducera regarding DIP issues (.4).	0.90	1,845.00
1/14/23	M M	Call with B. Riley re: DIP and case strategy update (.6); corr. w/ Committee re: same (.3).	0.90	1,687.50
1/16/23	CAD	Participate in meeting w/ Committee's professionals (matters discussed -- first day final order comments and status; Debtors' contemplated upcoming motions; DIP objection and discovery status; agenda for tomorrow's Committee meeting) (.8); follow up w/ Willkie team re: same (.1).	0.90	1,242.00
1/16/23	JHB	Attend weekly update call with UCC professionals re: DIP, first day orders, strategy.	0.80	1,052.00
1/16/23	T G	Call w/ Ducera re UCC call topics/status update (.8); review and revise agenda for UCC call (.3).	1.10	2,062.50
1/16/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.3); call with Robertson regarding the DIP hearing (.3); correspondence with Johnson regarding case issues (.3).	1.90	3,895.00
1/16/23	JBK	Attend committee advisors organizational call re: DIP, discovery, case strategy (.8); follow up w/ Willkie team re: same (.1).	0.90	1,687.50
1/16/23	J B	Participate in call with Committee and Committee professionals re: DIP objection and other case updates (.8); prepare for same (.2).	1.00	1,030.00
1/17/23	CAD	Participate in today's Committee meeting (matters discussed -- DIP objection and adjourned final DIP hearing and related	0.80	1,104.00

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		discovery; comments to first day final orders; committee information sharing motion; committee by-laws; 341 meeting) (.6); debrief meeting w/ internal working group regarding same and to do list (.2).		
1/17/23	B M	Preparation (.7) and attendance at (.6) the UCC meeting to discuss DIP and open case issues; call with Burke regarding case issues (.3).	1.60	3,280.00
1/17/23	JHB	Prepare for (.6) and attend (.6) Committee meeting re: DIP, strategy, first day orders.	1.20	1,578.00
1/17/23	CAS	Participate in meeting with creditors committee re: DIP (in part).	0.70	875.00
1/17/23	J H	UCC bi-weekly call re: DIP, discovery, case strategy.	0.60	975.00
1/17/23	J B	Participate in meeting with Committee and Committee professionals re: updates on DIP, Committee draft by-laws, first day orders and other case updates (1.6); prepare materials for same (.7); revise draft Committee bylaws re comments received from members (.3) and corr with members re same (.1).	1.70	1,751.00
1/18/23	CAD	Participate in call w/ Committee's professionals (matters discussed -- DIP issues list and tomorrow's call w/ Weil and Paul Hastings; Ducera update on discussions w/ PJT) (.8); debrief meeting w/ Willkie team regarding same and DIP-motion and other pending workstreams) (.3).	1.10	1,518.00
1/18/23	T G	Call w/ P Mandarino re DIP and case update (.4); review and revise agenda for UCC call (.2).	0.60	1,125.00
1/18/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.4); call with Masterson regarding the 2nd day hearings (.4); call with Rennert regarding case issues (.3).	2.10	4,305.00
1/19/23	CAD	Prepare/review materials for (.2) and participate in (.5) Committee meeting (matters discussed -- DIP objection and discovery issues; Debtors' recently-filed motions); debrief meeting w/ internal working group regarding same and work streams (.4).	1.10	1,518.00
1/19/23	T G	Prepare for (.4) and participate on (.5)	1.30	2,437.50

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1/19/23	JHB	Committee call re: DIP and case issues; follow-up discussion w/ Willkie team re next steps (.4). Attend Committee meeting re: DIP objection, discovery, first day orders (.5); follow up w/ Willkie team re: same (.2).	0.70	920.50
1/19/23	CAS	Participate in standing call with committee re: DIP, discovery (.5); follow up w/ team re: same (.4).	0.90	1,125.00
1/19/23	J H	Virtual UCC mtg. re: DIP, discovery.	0.50	812.50
1/19/23	J B	Participate in call with Committee and Committee professionals re DIP and case updates.	0.50	515.00
1/20/23	B M	Correspondence with the UCC regarding the status of the DIP negotiations (.5); call with Lohan regarding the DIP discussions (.3); correspondence with Barnes regarding the DIP status (.3).	1.10	2,255.00
1/20/23	JHB	Correspondence with Ducera team re: distribution of various materials to the Committee and confidentiality issues.	0.60	789.00
1/21/23	CAD	Correspondence w/ K. Patel (Ducera), Committee members regarding Debtors' latest weekly cash forecast.	0.20	276.00
1/21/23	T G	Correspondence w/ Ducera re distribution of confidential materials to UCC.	0.30	562.50
1/23/23	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss open case issues.	1.30	2,665.00
1/23/23	J B	Prepare for (.1) and participate in (.8) call with UCC professionals re: update on debtor in possession financing pleading and other case updates.	0.90	927.00
1/24/23	CAD	Prepare/review materials for (.2) and participate in (.8) Committee meeting (matters discussed -- DIP objection, hearing, and depositions/discovery; orders entered on 1/23; asset sales update; Ducera update; scheduling meeting w/ Debtors' management); debrief meeting w/ internal working group regarding same and DIP objection comments (.3); correspondence w/ P. Mandarino (B. Riley), internal working group regarding additional	1.40	1,932.00

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		agenda item for today's Committee meeting (.1).		
1/24/23	T G	Prepare for (.3) and participate on (.8) UCC call re DIP, case status; follow-up discussion w/ Willkie team re same (.5); calls (x2) w/ P. Mandarino (.5) re DIP status.	2.10	3,937.50
1/24/23	B M	Preparation (.1) and attendance at (.8) the UCC meeting to discuss DIP and open case issues; call with James regarding case status (.2).	1.10	2,255.00
1/24/23	JHB	Prepare for Committee meeting (.5) and attend meeting (.8) re: DIP, case status, case strategy.	1.30	1,709.50
1/24/23	J B	Participate in meeting with Committee and Committee professionals re: Committee DIP objection (in part).	0.50	515.00
1/25/23	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss DIP and open case issues.	1.10	2,255.00
1/25/23	J B	Participate in meeting with Committee and Committee professionals re: DIP objection.	0.50	515.00
1/26/23	B M	Preparation (.4) and attendance at (.7) the UCC meeting to discuss DIP and open case issues; call with Fitzpatrick regarding DIP status (.3).	1.40	2,870.00
1/26/23	CAD	Participate in Committee meeting (matters discussed -- DIP objection and discovery update; potential alternative DIP proposals; Debtors' motion to approve sale of Bitmain coupons; PJT retention application; Ducera update) (.7); debrief meeting w/ internal working group regarding same and ongoing work streams (.3).	1.00	1,380.00
1/26/23	JHB	Prepare for (.3) and attend Committee call re: DIP, discovery, PJT retention (.7).	1.00	1,315.00
1/26/23	CAS	Participate in meeting with creditors committee re: DIP, discovery, case issues (.7); follow up w/ Willkie team re: same (.3).	1.00	1,250.00
1/26/23	T G	Prepare for (.3) and participate on (.7) Committee call re DIP status, next steps; follow-up call w/ B. Miller re same (.4).	1.40	2,625.00
1/26/23	J H	Attend UCC meeting re: DIP, discovery, case issues.	0.70	1,137.50
1/26/23	M M	Attend meeting with UCC re: DIP, discovery, case issues (.7); follow up w/ Willkie team re: same (.3).	1.00	1,875.00

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1/26/23	E W	Attend UCC meeting re: DIP, upcoming motions, strategy.	0.70	476.00
1/30/23	CAD	Correspondence w/ J. Burbage, Committee members regarding today's special Committee meeting (.2); participate in today's special Committee meeting (matters discussed -- B. Riley alternative DIP proposal; Committee's statement in support; 2/1 final DIP hearing) (.8); correspondence w/ B. Miller, J. Burbage, Committee members regarding alternative B. Riley DIP status and discussions w/ Debtors' counsel and ad hoc group counsel (.2).	1.20	1,656.00
1/30/23	CAS	Participate in meeting with committee re: Replacement DIP.	0.80	1,000.00
1/30/23	T G	Prepare for (.3) and participate on (.8) Committee call re DIP status; review/analyze Ducera materials for same (.3).	1.40	2,625.00
1/30/23	JHB	Prepare for (.1) and attend call with Committee re: Replacement DIP (.8); finalize Ducera DIP comparison materials and corr. w/ Committee re: same (1.3).	2.20	2,893.00
1/30/23	J H	Attend UCC meeting re: DIP (.8); follow up w/ Willkie team re: same (.1).	0.90	1,462.50
1/30/23	M M	Conference call with UCC and advisors re: Replacement DIP (.8); follow up w/ Willkie team re: same (.2).	1.00	1,875.00
1/30/23	J B	Participate in call with Committee members and Committee professionals re status of DIP financing (.8); follow up w/ Willkie team re: same (.1).	0.90	927.00
1/31/23	CAS	Participate in meeting with creditors committee re: Replacement DIP (.3); follow up w/ Willkie team re: same (.4).	0.70	875.00
1/31/23	CAD	Participate in today's Committee meeting (matters discussed -- replacement DIP financing and proposed interim order status; discussions w/ Debtors' and ad hoc group's respective counsel).	0.30	414.00
1/31/23	T G	Prepare for (.2) and participate on (.3) Committee call re DIP status.	0.50	937.50
1/31/23	J H	Attend UCC meeting re: Replacement DIP, hearing.	0.30	487.50
1/31/23	M M	Attend meeting with UCC and advisors re: DIP	0.60	1,125.00



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status (.3); corr. w/ Willkie team re: same (.3).

<b>Sub-Total</b>	<b>78.10</b>	<b>131,230.00</b>
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**Non-Working Travel (billed at 50%)**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
1/31/23	T G	Travel to Houston for DIP hearing (3.6 of 7.3).	3.60	\$	6,750.00
1/31/23	JHB	Travel to Houston for replacement DIP hearing (3.2 of 6.5).	3.20		4,208.00
	<b>Sub-Total</b>		<b>6.80</b>		<b>10,958.00</b>

**Discovery**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
1/9/23	JHB	Provide C. Sisco comments to DIP discovery requests.	0.90	\$	1,183.50
1/9/23	CAS	Draft initial DIP discovery requests.	1.60		2,000.00
1/10/23	CAD	Discuss comments to draft DIP motion discovery requests (to Debtors and ad hoc noteholder group) w/ T. Goren, C. Sisco, and J. Burbage.	0.20		276.00
1/10/23	JHB	Review and provide comments to draft DIP discovery requests (.9); call with C. Sisco and T. Goren re: same (.4).	1.30		1,709.50
1/10/23	T G	Review and revise DIP discovery requests (.8) correspondence w/ Willkie team and Ducera re same (.3).	1.10		2,062.50
1/10/23	CAS	Draft DIP deposition notices (1.6); draft initial discovery requests (.7); revise same (1.0).	3.30		4,125.00
1/11/23	T G	Review/analyze draft DIP discovery requests (.4); correspondence w/ Debtors and ad hoc group re same (.2); call w/ J. Korn re litigation status (.3).	0.90		1,687.50
1/11/23	L G	Call with C. Sisco regarding drafting formal DIP discovery requests (.3); review and analyze	3.00		2,040.00



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		the first day declaration, the DIP Motion and the Interim DIP Order as background to draft discovery requests (1.0); draft DIP discovery requests for the debtors and the ad hoc group (1.7).		
1/13/23	CAD	Correspondence w/ internal working group regarding status of discovery in connection with DIP motion and timing (.4); various subsequent correspondence w/ internal working group regarding DIP Motion-related document requests and deposition notices for Debtors and ad hoc group (.6) and review/analyze same and comments (.6).	1.60	2,208.00
1/13/23	L G	Revise defined terms section of DIP-related discovery requests to Debtors and Ad Hoc Group.	0.40	272.00
1/13/23	T G	Review and analyze DIP discovery requests to ad hoc group and Debtors (.6); correspondence w/ Willkie team re same (.3).	0.90	1,687.50
1/13/23	BMW	Correspondence with J. Dugan re draft DIP discovery requests (0.4); implement revisions to discovery requests per J. Dugan (1.1); call with J. Dugan re: revised discovery requests (0.1); implement further revisions to discovery requests and circulate same to Willkie Core Scientific team (0.6); communications with Willkie team re: revisions to various discovery requests (0.9); further revisions to various discovery requests (3.5); communications with J. Burbage re: discovery requests (0.5); finalize and serve discovery requests on debtors and on ad hoc noteholder group (0.6).	7.70	10,125.50
1/14/23	CAD	Correspondence w/ B. Wagonheim, Weil and Paul Hastings teams regarding DIP-motion related discovery requests.	0.20	276.00
1/15/23	CAD	Correspondence w/ internal working group, Weil team regarding Committee's DIP-motion related discovery requests and meet and confer.	0.30	414.00
1/16/23	CAD	Correspondence w/ internal working group regarding Committee's DIP motion-related discovery requests and meet and confer w/ Debtors.	0.30	414.00
1/17/23	CAD	Correspondence w/ J. Lau (Paul Hastings),	0.50	690.00

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		internal working group regarding ad hoc group responses to Committee's DIP motion-related discovery (.1) and review/analyze same (.2); discuss same w/ B. Miller (.1); correspondence w/ J. Dugan, Weil team regarding meet and confer and deposition topics (.1).		
1/17/23	T G	Review Debtor/ad hoc group discovery requests in preparation for meet and confer (.4); meet and confer w/ Debtors re discovery requests (.8); meet and confer w/ Paul Hastings re ad hoc group discovery requests (.3) and follow-up discussion w/ Willkie team re same (.4).	1.90	3,562.50
1/17/23	JBK	Attend internal call re DIP discovery and objection (.5); attend meet and confer and discussions re same with Ad Hoc Group (.8).	1.30	2,437.50
1/17/23	L G	Participate in meet and confer with Debtors regarding DIP discovery requests (.8); participate in conference call regarding next steps in discovery process with J. Korn, J. Dugan, C. Sisco and B. Wagonheim (.6); participate in conference call with Willkie team to discuss discovery disputes post Meet and Confer (.2).	1.60	1,088.00
1/18/23	CAD	Correspondence w/ J. Burbage, internal working group, Paul Hastings team regarding proposed resolution of DIP motion-related discovery issues and proposed revisions to Final DIP Order (.4); discuss same w/ T. Goren and B. Miller (.2).	0.60	828.00
1/18/23	JCD	Correspondence with counsel for Ad Hoc Group of noteholders re: resolution of DIP discovery.	0.60	1,230.00
1/19/23	CAD	Correspondence w/ J. Dugan, K. Pasquale (Paul Hastings) regarding meet and confer issues/status regarding DIP motion-related discovery (.2); various correspondence w/ J. Dugan, T. Tsekerides (Weil) regarding status of Debtors' DIP motion-related document production and depositions/meet and confer resolutions (.5); correspondence w/ Weil team, internal working group regarding Debtors' initial document production and next steps (.3).	1.00	1,380.00
1/19/23	L G	Prepare DIP objection deposition materials for	2.00	1,360.00

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		J. Korn.		
1/19/23	T G	Correspondence w/ Debtors/ad hoc group re discovery status (.4); follow-up correspondence w/ Willkie team re same (.3).	0.70	1,312.50
1/19/23	S R	Process received document production and create links for Willkie team to review.	0.60	213.00
1/19/23	CAS	Review/analyze data room/created summary of documents provided re: DIP financing.	2.80	3,500.00
1/19/23	BMW	Attend Willkie DIP issues list call (0.2); attend UCC committee call re: DIP objection (0.2); draft correspondence to debtors (0.4); call with J. Dugan re: deposition preparations (0.1); communications with C. Sisco re: deposition preparations (0.1) call with Paul Hastings re: discovery in connection with DIP objection (0.6); communications with L. Gaines and C. Sisco re: deposition materials (0.7); communications with J. Burbage re: deposition materials (0.1); analysis of debtors' initial productions of materials (1.1).	3.50	4,602.50
1/20/23	JCD	Discussion with J. Korn, B. Wagonheim re: DIP/objection depositions and preparation (.7); document review in preparation of depositions (.4).	1.10	2,255.00
1/20/23	T G	Review documents produced by Debtors re: DIP discovery.	1.40	2,625.00
1/20/23	S R	Import received production re: DIP discovery into internal document review platform (.3); conduct quality control checks and validation of import data (.4); added users to review platform and send correspondence to team upon completion (.1).	0.80	284.00
1/20/23	S R	Download received production volume re: DIP discovery and placed on network for case team review.	0.20	71.00
1/20/23	R R	Download data from Weil's FTP site re: DIP discovery.	0.50	172.50
1/20/23	R S	Prepare DIP discovery-related documents for attorney review.	1.60	504.00
1/20/23	BMW	Corr. with Willkie team re: DIP deposition preparations (0.6); calls with J. Dugan, J.Korn, L. Gaines, J. Burbage re: depositions (0.8) attend UCC strategy call re: DIP (0.6); further	2.60	3,419.00

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		analysis of discovery materials received from debtors (0.6).		
1/20/23	L G	Prepare DIP deposition materials for J. Korn (.3); call with B. Wagonheim regarding tasks for deposition preparation (.3).	0.60	408.00
1/21/23	CAD	Correspondence w/ T. Tsekerides (Weil), J. Dugan regarding Debtors' 30(b)(6) witnesses and depositions.	0.20	276.00
1/21/23	JCD	Preparation for depositions of Debtors' witnesses in connection with DIP hearing (.6); correspondence with counsel for Debtors re: DIP objection discovery (.3).	0.90	1,845.00
1/21/23	S R	Upload production volume received re: DIP discovery to internal review platform (.1) and conduct quality control checks to ensure data has been correctly loaded (.5).	0.60	213.00
1/21/23	CAS	Review debtors' DIP discovery production.	2.80	3,500.00
1/21/23	BMW	Communications with L. Gaines and C. Sisco re: upcoming DIP depositions (1.5); communications with J. Dugan re: deposition strategy (0.4); continue analysis of discovery materials received from debtors (5.1).	7.00	9,205.00
1/21/23	R R	Download audio file from Pacer re: DIP discovery (.9); create Issue tags in the CSD database in Eclipse (.3).	1.20	414.00
1/21/23	L G	Review/analyze documents produced by Debtors in preparation for DIP depositions (2.1); review/analyze Mechanic's liens and calculated total amount of mechanic's liens by property (2.0).	4.10	2,788.00
1/22/23	S R	Download received production volumes and loaded volumes re: DIP discovery into internal review platform (.1); mapped data fields (.4); and conducted quality control checks on import of data (.4); correspondence w/ Willkie team re: completion and production volume stats (.2); export PDF copies of all received documents (.3).	1.40	497.00
1/22/23	CAS	Review debtors' DIP discovery production.	4.60	5,750.00
1/22/23	BMW	Analysis of additional DIP discovery materials from debtors (2.5); correspondence with J. Korn	6.50	8,547.50

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		and J. Dugan re: discovery materials (0.3); communications with L. Gaines and C. Sisco re: property liens (0.2); begin drafting deposition outline (0.8); continue preparing for depositions of debtors' witnesses (2.7).		
1/22/23	L G	Review/analyze DIP discovery documents produced by Debtors to calculate total Mechanic's Liens by property (1.0); prepare chart representing our discovery requests and the Debtors' responses and objections (1.2).	2.20	1,496.00
1/23/23	CAD	Correspondence w/ T. Tsekerides (Weil), J. Dugan regarding DIP motion depositions and Debtors' formal responses to Committee's document request (.1); correspondence w/ J. Dugan, internal working group regarding draft protective order w/ Debtors (.1); correspondence w/ C. Sisco, J. Korn regarding produced DIP budget assumption materials (.1).	0.30	414.00
1/23/23	S R	Download received production volume re: DIP discovery (.1) and converted documents to PDF for case team review (.2).	0.30	106.50
1/23/23	R R	Corr. w/ C. Sisco re: DIP discovery documents.	0.20	69.00
1/23/23	BMW	Continue analysis of materials produced by debtors in connection with DIP objection dispute in advance of deposition.	2.90	3,813.50
1/23/23	BMW	Continue drafting DIP deposition outline for 30(b)(6) deposition (7.4); continue preparations for debtors' 30(b)(6) depositions (2.5).	10.90	14,333.50
1/23/23	M J	Organize documents in connection with Debtors 30(b)(6) deposition re: DIP objection (7.2); create index in connection with same (3.4).	10.60	4,240.00
1/24/23	CAD	Correspondence w/ J. Dugan, T. Tsekerides (Weil) regarding Debtors' DIP-motion related document production and need for supplement (.2); correspondence w/ K. Pasquale (Paul Hastings), internal working group regarding tomorrow's 30(b)(6) depositions of Debtors re: DIP motion (.2).	0.40	552.00
1/24/23	S R	Import production volumes re: DIP discovery into internal review platform (.2) and created saved search encompassing ingested documents (.4).	0.60	213.00

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1/24/23	CAS	Prepare DIP deposition materials for John Singh and Rodi Blokh depositions (4.6); draft Blokh deposition outline (4.6); revise same (1.2); finalize DIP deposition logistics (1.3).	11.70	14,625.00
1/24/23	L G	Review/analyze documents in Eclipse for latest DIP drafts and Letters of Intent (1.1); prepare deposition materials re: same (.2).	1.30	884.00
1/24/23	M J	Organize documents in connection with Debtors 30(b)(6) deposition re: DIP objection (4.0); update index in connection with same (1.2).	5.20	2,080.00
1/24/23	BMW	Continue writing and finalize initial draft of deposition outline re: DIP objection (6.7); continue strategic preparations for deposition of debtors 30(b)(6) witness (4.2); call with J. Burbage and C. Sisco re: deposition (0.9); begin implementing further revisions to outline for debtors 30(b)(6) witness (4.0).	15.80	20,777.00
1/25/23	CAD	Attend today's DIP-motion related 30(b)(6) depositions (John Singh and Rodi Blokh) (partial) (.9); correspondence (.2) and discussion (.3) w/ internal working group regarding same.	1.40	1,932.00
1/25/23	T G	Participate in Debtors' 30(b)(6) depositions re: DIP objection (partial) (4.6) and meeting w/ Willkie litigation team re same (.8).	5.40	10,125.00
1/25/23	JBK	Prepare for (2.4) and take deposition (4.6) of J. Singh; prepare for (1.1) and take deposition of R. Blokh (3.4).	11.50	21,562.50
1/25/23	M J	Corr. w/ Willkie team re: deposition logistics re: DIP objection.	0.70	280.00
1/25/23	BMW	Corr. with C. Sisco and J. Korn re: deposition exhibits re: DIP objection (0.2); attend depositions of J. Singh and R. Blokh (8.8).	9.00	11,835.00
1/26/23	CAD	Correspondence w/ internal working group, T. Tsekerides (Weil) regarding yesterday's Blokh deposition and follow up requests.	0.40	552.00
1/26/23	S R	Load additional documents re: DIP discovery received into in house review platform.	0.20	71.00
1/26/23	T G	Review and analyze additional discovery documents produced by Debtors re: DIP objection (.6) and correspondence w/ Willkie/Ducera teams re same (.3).	0.90	1,687.50
1/27/23	CAD	Correspondence w/ internal working group	0.40	552.00

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		regarding draft protective order w/ Debtors (.2); correspondence w/ internal working group, A. Verost (Ducera) regarding deposition preparation (.2).		
1/29/23	S R	Conduct custom exhibit stamping deliverable i/c/w DIP hearing materials.	0.70	248.50
<b>Sub-Total</b>			<b>171.90</b>	<b>207,908.00</b>

**First and Second Day Motions**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
1/9/23	T G	Review and analyze first day motions/orders.	1.40 \$	2,625.00
1/9/23	JHB	Correspondence with Weil team re: first day orders.	0.40	526.00
1/10/23	CAD	Discuss comments to first day orders w/ J. Brandt (.1); correspondence w/ J. Burbage, J. Brandt regarding same (.2).	0.30	414.00
1/10/23	T G	Review and analyze first day motions/orders (.9) and discussion w/ Willkie team re comments to same (.4).	1.30	2,437.50
1/10/23	B M	Review and comment on the Debtors' first day motions and create list of UCC issues with the relief requested.	1.40	2,870.00
1/12/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding comments to first day utilities and critical vendor orders (.2) and review/analyze same (.6); discuss same and revisions w/ J. Brandt (2x) (.5).	1.30	1,794.00
1/12/23	J B	Review and provide comments to Debtors' proposed final orders for first day motions (3.5); multiple corr. with internal team re: same (.3).	3.80	3,914.00
1/14/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding status of comments to proposed first day final orders (.2); subsequent correspondence w/ internal working group regarding same and timing (.3); review/analyze and revise comments to proposed utilities, critical vendor, and cash management final	1.90	2,622.00



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		orders (.6); various subsequent correspondence w/ J. Brandt, J. Burbage regarding same and comments (.6); correspondence w/ M. Fink (Weil), internal working group regarding status of comments to proposed first day final orders (.2).		
1/14/23	JHB	Correspondence with J. Brandt and C. Damast re: Committee comments to final first day orders.	0.40	526.00
1/14/23	J B	Review/analyze Debtors' first day motions and first day hearing transcript.	2.50	2,575.00
1/15/23	CAD	Various correspondence w/ J. Brandt, J. Burbage regarding comments to draft final cash management order and comments (.4); review and revise same (.4); correspondence w/ M. Fink (Weil), internal working group regarding comments to all draft final first day orders (.3).	1.10	1,518.00
1/16/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding notice/consultation requests regarding Debtors' final insurance, NOL, wages, and taxes motions (.2) and review/analyze same (.2); correspondence w/ J. Brandt, Weil team regarding same (.1); correspondence w/ J. Brandt regarding result of call w/ Weil regarding Committee comment to final first day orders (.2); subsequent correspondence w/ J. Brandt, internal working group regarding same (.1).	0.80	1,104.00
1/16/23	JHB	Prepare for (.5) and attend call with Weil re: Committee comments to final first day orders (1.1); discussion re: next steps w/ J. Brandt re: same (.3).	1.90	2,498.50
1/16/23	T G	Review/analyze comments to second day orders (.8) and correspondence w/ Willkie team re status of same (.3).	1.10	2,062.50
1/16/23	J B	Review/analyze proposed final orders for certain first day motions (1.1); draft list of Committee information sharing requests with respect to certain entered final orders (1.2); participate in call with Weil re comments to proposed first day final orders and other case updates (.8) and circulate summary of call to internal team (.4).	3.50	3,605.00



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1/17/23	B M	Review and comment on the open issues list for the second day hearings adding the UCC concerns.	0.80	1,640.00
1/19/23	CAD	Correspondence w/ J. Mezzatesta (Weil), internal working group regarding current drafts of final utilities and critical vendors orders (.1) and review/analyze same (.5); correspondence w/ J. Brandt, J. Burbage regarding same (.2); correspondence w/ M. Polishuk (Weil), internal working group regarding current draft of cash management order (.1); review and analyze same (.3); correspondence w/ J. Burbage, J. Brandt regarding same (.2).	1.40	1,932.00
1/19/23	T G	Review/analyze draft final cash management order.	0.40	750.00
1/19/23	JHB	Call with M. Fink (Weil) re: utilities motion.	0.30	394.50
1/20/23	CAD	Correspondence w/ J. Burbage, internal working group regarding status of comments to final first day orders and 1/23 hearing (.2); correspondence w/ J. Mezzatesta (Weil) regarding current drafts of first day orders (.1); correspondence w/ J. Burbage regarding same (.1).	0.40	552.00
1/20/23	JHB	Correspondence with J. Brandt, C. Damast and Weil re: first day hearings (.7).	0.70	920.50
1/21/23	CAD	Review and revise current drafts of cash management, utilities, and critical vendor final first day orders (.5); correspondence w/ J. Burbage regarding same and additional Committee comments (.4); correspondence w/ J. Brandt, J. Mezzatesta (Weil) regarding same (.2).	1.10	1,518.00
1/21/23	JHB	Review/analyze first day orders and provide comments to J. Brandt re: same.	0.80	1,052.00
1/22/23	CAD	Correspondence w/ M. Fink (Weil), J. Burbage regarding proposed final comments to final cash management order (.2); review/analyze same and Committee by-laws (.4); discuss (.2) and correspondence (.1) w/ J. Burbage regarding same and clearance.	0.90	1,242.00
1/22/23	JHB	Calls with M. Fink (Weil) and C. Damast re: critical vendor issues and first day orders (.4);	0.70	920.50

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1/22/23	M M	draft internal correspondence re: same (.3). Corr. w/ J. Burbage and Ducera re: critical vender motion.	0.20	375.00
1/23/23	M M	Corr. w/ Willkie team re: 2nd day hearing agreements and status.	0.40	750.00
<b>Sub-Total</b>			<b>31.20</b>	<b>43,138.00</b>

**Other Motions/Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
1/11/23	J B	Participate in call with Ducera and Willkie team re: equity shareholder committee request.	0.60	\$ 618.00
1/12/23	A A	Conduct research i/c/w Committee information sharing motions.	0.90	486.00
1/16/23	CAD	Correspondence w/ J. Brandt, internal working group regarding upcoming KERP, omnibus contract rejection, NYDIG settlement, Cedarville/Cottonwood real property sales, and Bitmain coupon sales motions.	0.20	276.00
1/18/23	CAD	Correspondence w/ J. Brandt, internal working group regarding current draft of Committee information sharing motion (.2); discuss same w/ J. Brandt (.1) and B. Miller/T. Goren (.1); review and revise same and proposed order (.7); subsequent correspondence w/ J. Brandt regarding same and next steps (.1); correspondence w/ J. Brandt, M. Brooks (Troutman) regarding same (.1).	1.30	1,794.00
1/18/23	T G	Review/analyze interim comp (.4) and ordinary course professionals (.5) motions; review NYDIG motion (.4) and UCC filings re same (.2); correspondence w/ Willkie team re recent/upcoming motions (.3); review/revise draft UCC information sharing motion (.8).	2.60	4,875.00
1/19/23	J B	Conduct research re chapter 11 trustee and examiner motions (2.3) and draft summary of research re same (1.0).	3.30	3,399.00
1/20/23	J B	Conduct additional research re: motions to appoint chapter 11 trustee (.7) and corr. with J Burbage re: same (.1).	0.80	824.00

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1/22/23	JHB	Correspondence with J. Brandt re: research for additional chapter 11 trustee motions in chapter 11 case.	0.40	526.00
1/23/23	JHB	Coordinate review of draft Bitmain coupon sale motion.	0.30	394.50
1/23/23	M M	Review/analyze Bitmain coupon sale motion.	0.30	562.50
1/24/23	CAD	Review/analyze Debtors' motion for authority to sell Bitmain coupons (.2); correspondence w/ Ducera team, internal working group regarding same and clearance (.4); correspondence w/ J. Burbage, Weil team regarding same (.2).	0.80	1,104.00
1/24/23	T G	Review/analyze draft NYDIG (.4) and bitmain coupon (.4) motions.	0.80	1,500.00
1/24/23	J H	Review/analyze research re: potential future motions at the request of UCC members.	1.80	2,925.00
1/26/23	CAD	Review/analyze Skadden letter to Weil regarding intention to file motion to appoint and equity committee.	0.20	276.00
1/26/23	M M	Review/analyze request from equity holders for an official committee (.5); corr. w/ Willkie team re: same (.2).	0.70	1,312.50
1/27/23	T G	Review/analyze updated draft of Committee information sharing motion (.4) and correspondence w/ UCC members re same (.2).	0.60	1,125.00
<b>Sub-Total</b>			<b>15.60</b>	<b>21,997.50</b>

**Schedules and Statements**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
1/17/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding Debtors' extension of time to file Schedules and Statements.	0.10	\$ 138.00
<b>Sub-Total</b>			<b>0.10</b>	<b>138.00</b>

**Willkie Fee Statements and Applications**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/30/23	A A	Draft Willkie Retention Application.	1.70 \$	918.00
<b>Sub-Total</b>			<b>1.70</b>	<b>918.00</b>

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
DUGAN, JAMES C.	36.10	\$ 2,050.00	\$ 74,005.00
GOREN, TODD	119.40	1,875.00	223,875.00
HARDY, JENNIFER	20.00	1,625.00	32,500.00
KORN, JEFFREY B.	44.70	1,875.00	83,812.50
MANSFIELD, MELAINIE	66.30	1,875.00	124,312.50
MILLER, BRETT	140.60	2,050.00	288,230.00
DAMAST, CRAIG A.	122.10	1,380.00	168,498.00
ARENA, MICHAEL D.	7.80	1,315.00	10,257.00
BRANDT, JOSEPH	80.10	1,030.00	82,503.00
BURBAGE, JAMES H.	209.30	1,315.00	275,229.50
SISCO, CIARA ANN	82.10	1,250.00	102,625.00
SPATH, EMMA L.	3.50	1,125.00	3,937.50
WAGONHEIM, BRITTANY M.	91.70	1,315.00	120,585.50
WAYNE, ELIZABETH	57.00	680.00	38,760.00
GAINES, LILLIAN	15.20	680.00	10,336.00
AMBEAULT, ALISON	36.30	540.00	19,602.00
JONES, MONICA	16.50	400.00	6,600.00
RAZZAAQ, RASHAD	1.90	345.00	655.50
ROSEN, SEAN	5.40	355.00	1,917.00
SASSO, ROHAN	11.30	315.00	3,559.50
BRAVERMAN, BETTY	1.00	295.00	295.00
<b>Professional Fees</b>			<b>\$ 1,672,095.50</b>

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<b><u>Disbursements and Other Charges</u></b>		<b><u>Amount</u></b>
Local Transportation	\$	532.96
Teleconferencing		515.19
Local Meals		227.64
Other Out of Town Travel		336.37
Lodging		844.30
Airfare/Train		1,671.40
Outside Reproduction		3,110.98
Air Freight		45.94
Conference Services		283.50
Data Acquisition		5,225.73
Transcript Costs		<u>13,339.44</u>

**Disbursements and Other Charges**26,133.45**Total this Invoice**\$ 1,698,228.95

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22306979  
Client/Matter No. 132233.00001  
March 16, 2023

### Remit To:

Willkie Farr & Gallagher LLP  
787 Seventh Avenue, 37th Floor  
New York, NY 10019-6099  
Attention: Accounts Receivable

### FOR PROFESSIONAL SERVICES RENDERED

through January 31, 2023 as set forth in the  
attached detail

Asset Disposition	\$	2,460.00
Business Operations	\$	18,893.50
Case Administration	\$	138,548.00
Claims Administration and Objections	\$	14,386.50
Employment and Fee Applications	\$	40,033.00
Financing and Cash Collateral	\$	1,041,487.00

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CITIBANK, N.A.

ABA NUMBER: [REDACTED]  
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ACCOUNT NUMBER: [REDACTED]  
INTERNATIONAL SWIFT NUMBER: [REDACTED]  
REFERENCE: 132233.00001

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787 Seventh Avenue  
New York, NY 10019-6099

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Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

Meetings and Communications with Creditors	\$	131,230.00
Non-Working Travel (billed at 50%)	\$	10,958.00
Discovery	\$	207,908.00
First and Second Day Motions	\$	43,138.00
Other Motions/Applications	\$	21,997.50
Schedules and Statements	\$	138.00
Willkie Fee Statements and Applications	\$	918.00
<b>Disbursements and Other Charges</b>	<b>\$</b>	<b>26,133.45</b>
<b>Total this Invoice</b>	<b>\$</b>	<b><u>1,698,228.95</u></b>

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ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233.00001

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